


STAR WARS

ATTACK OF THE CLONES™









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ATTACK OF THE CLONES™

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STAR WARS®

ATTACK OF THE CLONES™

Based on the story by George Lucas & screenplay

by George Lucas & Jonathan Hales

Adapted by John Whitman

Illustrated by Brandon McKinney



CHRONICLE BOOKS

SAN FRANCISCO

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A
LONG TIME
AGO IN A
GALAXY
FAR, FAR
AWAY



There is unrest in the Galactic Senate. Several thousand solar systems have declared their intentions to leave the Republic. This separatist movement, under the leadership of Count Dooku, has made it difficult for the limited number of Jedi Knights to maintain peace and order in the galaxy.

Senator Padmé Amidala, the former Queen of Naboo, is returning to the Galactic Senate to vote on the



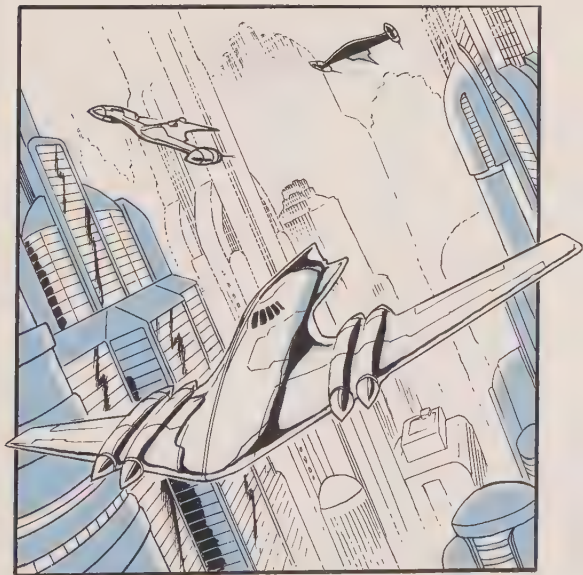
Senator Padmé Amidala returns to the Galactic Senate.



critical issue of creating an army of the Republic to assist the overwhelmed Jedi.

The planet Coruscant glowed like a small sun. Every square kilometer of its surface was covered with buildings, and in every building light blazed. Its radiance was entirely self-generated.

As is its importance, some would say, thought Senator Amidala. She stood on the main deck of the Naboo cruiser



The planet Coruscant glowed like a small sun.



from her home planet, as they approached Coruscant. Near the cruiser's wings, three Naboo starfighters hovered like small, protective birds of prey.

The ship dropped toward the planet and Padmé tensed involuntarily. The ship approached the landing pad just as her attendant, Cordé, appeared. Padmé nodded. It was time.

As the Naboo cruiser settled onto the main pad, two fighters touched



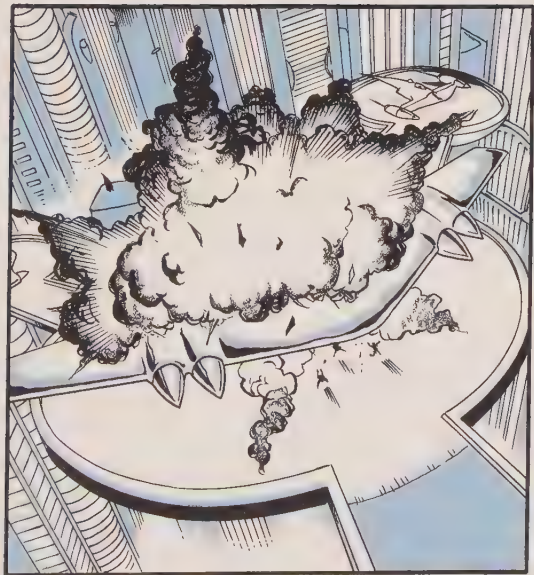
A small cadre appeared.



down, then the third. The cruiser's ramp lowered and a small cadre appeared—a squad of guards, one handmaiden, and Senator Amidala.

One of the fighter pilots, Captain Typho, jumped out of his ship and walked up to the second pilot. “We made it. I guess I was wrong. There was no danger at—”

His words were cut off by a deafening explosion. The blast seemed to



His words were cut off by a deafening explosion.



erupt right at their feet, throwing Typho and the ground crew onto their backs.

Instantly, alarms wailed through clouds of billowing smoke. Typho scrambled to his knees, as a pair of hands gripped his shoulders. The pilot of the other escort ship, her helmet still on, stopped long enough to steady him, then rushed forward to the Senator, who lay bloodied on the deck.



The female pilot dropped to her knees and pulled off her helmet—revealing the face of Padmé Amidala. On the ground lay her loyal aide, Cordé, dressed in the Senator's clothes.

It was an old trick, one that had served her well and often. But this time the price was too high.

“Cordé!” she said, touching her handmaiden's shoulder.

Cordé's eyes fluttered. Her face



was flecked with blood. Her lips moved slowly. "I'm...sorry, M'Lady... I'm not . . . sure I . . . I've failed you, Senator . . ."

Her eyes closed, and a single, soft breath escaped her lips. She did not move again.

"No!" Padmé yelled. "No!"

Typho lifted Padmé gently but firmly to her feet. "M'Lady," he said, "you are still in danger here."



"No!" Padmé yelled. "No!"



Padmé ignored him. “I shouldn’t have come back.”

Typho said, “This vote is very important. You did your duty—and Cordé did hers. Now come. Please!”

The corridors of galactic power trembled in the aftermath of the explosion, even to the heart of the Republic—the office of Supreme Chancellor Palpatine.

Behind his desk, Palpatine faced



Palpatine faced four Jedi Masters.



four Jedi Masters: Plo Koon, the fierce-eyed Mace Windu, Ki-Adi-Mundi, and the inscrutable Yoda.

Palpatine touched his fingers together thoughtfully. "I don't know how much longer I can hold off the vote, my friends. More and more star systems are joining the separatists."

Mace Windu frowned. "If they do break away . . ."

"I will not let this Republic that



has stood for a thousand years be split in two,” Palpatine insisted. “My negotiations will not fail.”

“But if they do,” Mace continued, “you must realize there aren’t enough Jedi to protect the Republic. We are keepers of the peace, not soldiers.”

Palpatine turned to Yoda. “Master Yoda, do you think it will really come to war?”

The small figure closed his large



eyes in contemplation, then opened them slowly. "The dark side clouds everything. Impossible to see, the future is. But this I am sure of—do their duty, the Jedi will."

A buzzer sounded on the Chancellor's desk. "The loyalist committee is here. We'll discuss this later."

As the Jedi rose, a group of Senators entered. Padmé was among them, along with another native of her home



planet, the Gungan Jar Jar Binks, and Bail Organa, the fiercely loyal representative from Alderaan.

Yoda stopped and touched Padmé gently with his cane. “Padmé, your tragedy on the landing platform, terrible. To see you alive brings warm feelings to my heart.”

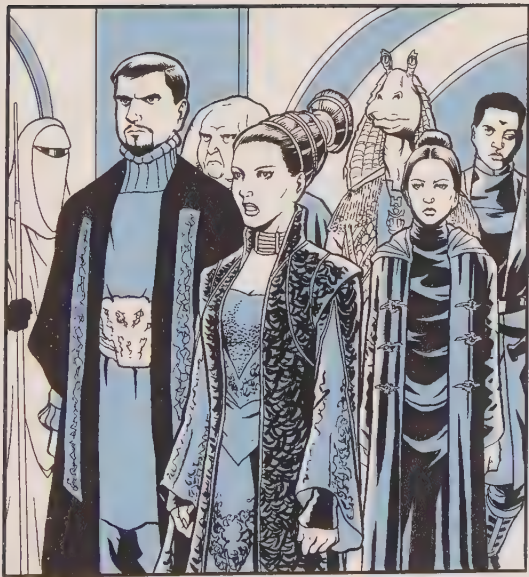
Padmé dipped her head. “Thank you, Master Yoda. Do you have any idea who was behind the attack?”



Mace Windu spoke up. "Our intelligence points to disgruntled spice miners on the moons of Naboo."

"I don't wish to disagree, but I think that Count Dooku was behind it," Padmé said.

The others stirred uncomfortably. Ki-Adi-Mundi said, "He is a political idealist and a former Jedi. He is not a murderer."



"I think Count Dooku was behind the attack."



Yoda sighed. “But for certain, Senator, in grave danger you are.”

Palpatine stepped forward. “Master Jedi, may I suggest that the Senator be placed under protection.” He glanced at Padmé. “I realize that additional security might be disruptive for you, but perhaps someone you are familiar with . . . an old friend like Master Kenobi.”



Evening settled over Coruscant. In the Senate building, two Jedi slipped quietly out of a turbolift and approached Senator Amidala's apartment. One was young by Jedi standards, but with the presence of a Master. The other was young by any standards, just reaching manhood. Pressing the call button, they waited as the door slid open and Jar Jar Binks



appeared. The Gungan's long ears leaped skyward in surprise.

"Obi! Obi-Wan Kenobi! Mesa so smilen to see'en yousa. Wahoo!" The Gungan hugged the Jedi and squealed.

Obi-Wan Kenobi smiled. "It's good to see you, too, Jar Jar."

The Gungan appraised the younger Jedi. "And who's dissen? Annie? Anakin Skywalker! Yousa so biggen!"



"Da Senator's expecting yousa."



Anakin grinned. It had been ten years since they'd seen each other, and in those years he'd grown from a nine-year old boy into a strong young man.

"Hi, Jar Jar."

"Da Senator's expecting yousa."

The Naboo contingent was waiting for them.

"It's a pleasure to see you again, M'Lady," Obi-Wan said.



“It’s been far too long, Master Kenobi. I’m so glad our paths have crossed again . . . but I must warn you that I think your presence here is unnecessary.”

“I’m sure the Jedi Council has their reasons.” They sat down.

Padmé turned her eyes to Obi-Wan’s apprentice. “Anakin? My goodness, you’ve grown.”



Anakin could not take his eyes off Padmé. “So have you . . . grown more beautiful, I mean . . . and much shorter . . . for a Senator, I mean.”

Obi-Wan frowned, but Padmé laughed. “Oh, Annie, you’ll always be the little boy I knew on Tatooine.”

There was a brief, uncomfortable silence, which Obi-Wan filled smoothly. “Our presence will be invisible, M’ Lady. I can assure you.”



Anakin could not take his eyes off Padmé.



Padmé bowed in acknowledgment and retired. As the Senator withdrew, Anakin complained to the Gungan. “She hardly recognized me, Jar Jar. I’ve thought about her every day since we parted . . . and she’s forgotten me completely.”

Jar Jar shook his head so hard his ears flapped. “Shesa happy. Happier den mesa see-en her in longo time.”

Obi-Wan nodded. “Anakin, you’re



focusing on the negative again. Be mindful of your thoughts. She was pleased to see us. Now let's check the security here."



Outside, on a skyscraper's ledge, stood an armor-clad figure—the bounty hunter Jango Fett. Beside him stood another bounty hunter, a female named Zam Wesell.

Fett frowned as he studied the building's exterior, mindful of the



failure at the landing pad. “We’ll have to try something more subtle this time, Zam. My client is getting impatient. There can be no mistakes.”

Fett pulled a small transparent tube from his belt and handed it to his partner. Inside, two fat multilegged insects wriggled about. “Take these. Be careful. They’re kouhuns. Very poisonous.”



"Take these. Be careful. . . . Very poisonous."



Zam nodded, took the tube, and Jango Fett headed for his speeder.

✧- Calm . . . *Padmé* . . . focus . . .
Padmé . . .

Anakin Skywalker stood in the living room of Padmé's apartment, his eyes closed but his mind alert with the awareness of the Jedi.

Obi-Wan entered. "Any activity up here?"

"Quiet as a tomb," Anakin said. "I



don't like just waiting here for something to happen to her."

Obi-Wan checked a small view scanner. It showed nothing.

"She covered the cameras," Anakin explained. "I don't think she liked me watching her."

Obi-Wan grimaced. "It's not an intruder I'm worried about. There are many other ways to kill a Senator."

"I know, but Artoo's with her, and



we also want to catch this assassin, don't we, Master?"

"You're using her as bait?"

Anakin held up a hand. "It was her idea. Don't worry, no harm will come to her. I can sense everything going on in that room."

The two Jedi walked toward the apartment's balcony. "You look tired," Obi-Wan said.

"I don't sleep well anymore. I keep



"You're using her as bait?"



dreaming about my mother. I haven't seen her since I was little."

Obi-Wan put a comforting hand on his student's shoulder. "Dreams pass in time."

Anakin shrugged. "I'd rather dream of Padmé. Just being around her again is . . . intoxicating."

Obi-Wan's comforting hand tightened. "Be mindful of your thoughts, Anakin," he said. "You've made a com-



mitment to the Jedi Order . . . and don't forget she's a politician. They're not to be trusted."

"But she's not like the others in the Senate, Master."

"It's been my experience that Senators are only focused on pleasing those who fund their campaigns."

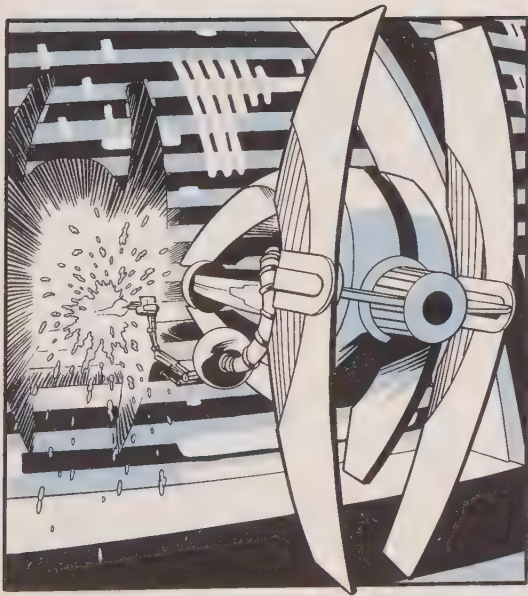
✧ Outside, a small Probe Droid glided up to the wall of the skyscraper. A tiny electrode slid out and



touched a window, igniting sparks and disrupting the security system. Another arm extended from the droid's spherical body and quietly cut a hole in the glass, then disappeared, only to return holding the small transparent tube with two deadly kouhuns.

“Well, I think the Chancellor is a good man,” Anakin continued.

He stopped. A disturbance rippled through the Force.



A tiny electrode slid out . . . igniting sparks and disrupting the security system.



“I sense it, too,” Obi-Wan said, already in motion. The two Jedi burst into Padmé’s room. The Senator lay asleep as the two deadly insects crawled along the covers toward her face. One of them reared up, its mandibles working furiously as it prepared to strike.

Anakin leaped and drew his lightsaber. Hurling his body between Padmé and the venomous insects, he



Two deadly insects crawled toward her face.



flicked his lightsaber in a backhanded arc, slicing them both in half.

Obi-Wan, knowing that Anakin had protected the Senator, turned to the window. Seeing the shadow of the Probe Droid as it slipped away, the Jedi hurled himself through the window and into the open air, catching hold of the droid. The droid sank under his weight, adjusted, and propelled itself forward with the Jedi in tow.



The Jedi hurled himself through the window.



Electricity shot up Obi-Wan's arms, as the droid tried to dislodge him. Ignoring the pain, he popped open the droid's underside and pulled a wire, cutting its power. Instantly, the droid dropped—falling through a hundred stories of darkness toward the streets of Coruscant below.

“Bad idea,” the Jedi grunted. He reconnected the wire and the droid powered back up and instantly slid



Electricity shot up Obi-Wan's arms.



along a wall, trying to scrape off the Jedi. When Obi-Wan held on, the droid dropped low behind a commuter speeder to scorch him with the vehicle's afterburners. Still, the Jedi refused to let go, certain the Force would guide him to the droid's owner.

He was right. Speeding over a rooftop, the droid suddenly went vertical, aiming for an alcove where a speeder was parked. The speeder's rider studied

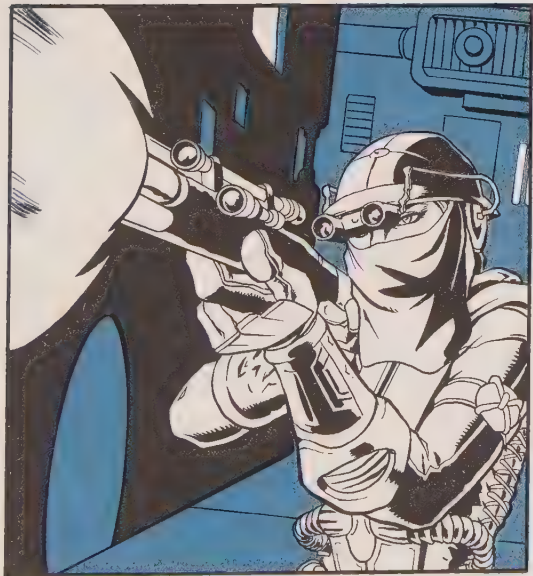


The Jedi refused to let go.



Obi-Wan as he approached, then calmly pulled a blaster rifle from her speeder, leveled it at Obi-Wan and fired.

The blast destroyed the Probe Droid amid a shower of sparks and metal fragments, and Obi-Wan fell—and kept falling—until an open-topped speeder appeared below him. He reached out and clutched the rear rail of the craft, then swung up to land



The speeder's rider calmly fired a blaster rifle.



in the passenger seat. The driver was Anakin, sporting a self-satisfied grin.

“What took you so long?” he asked.

Anakin laughed. “Oh, you know, Master, I couldn’t find a speeder I really liked, with an open cockpit, and then you know, I had to get a really gonzo color.”

As the other speeder raced away, Anakin gunned his engines in pursuit. Obi-Wan growled, “If you’d spend as



*Obi-Wan fell until an open-topped
speeder appeared below him.*



much time working on your saber skills as you do on your wit, young Padawan, you would rival Master Yoda as a swordsman.”

Anakin shrugged, squinting as he tracked the speeder through a maze of buildings. “I thought I already did.”

“Only in your mind, my very young apprentice—hey, easy!”

Anakin veered into oncoming traffic. The Jedi apprentice flew with



remarkable skill, but the fleeing speeder had the advantage and soon became lost in a crowd of vehicles hurtling toward them.

Anakin grimaced and turned the speeder skyward, cutting over two blocks. "I think this is a shortcut."

They rose up five stories and hovered. "What do you mean, you 'think'?" Obi-Wan demanded. "I think you've lost him."



Anakin studied the traffic pattern below, reaching out through the Force. Suddenly, he unsnapped his safety webbing and hopped onto the hood of the speeder. “Excuse me for a minute.” With that, he leaped into the air.

Dropping quickly, he landed precariously on the back of a passing speeder. Inside the cockpit, the driver whirled around—it was the masked shooter. The assassin braked hard,



"Excuse me for a minute."



sending the Jedi tumbling onto the speeder's front fork. Anakin ducked as he heard the burst of a blaster. Dodging a second blast, he jumped to the rooftop and drew his lightsaber, slicing a hole in the cockpit's top.

Another a bolt nearly singed his face, forcing him to drop his lightsaber. Reacting quickly, Anakin stabbed his hand through the cockpit, catching the assassin's gun in the grip of the



Another bolt nearly singed his face.

ATTACK OF THE CLONES



Force and pulling it toward him. The gunman clutched at the weapon and they struggled. Pilotless, the speeder veered sharply down, hurtling to the pavement. At the last minute, the driver released the weapon and pulled the speeder out of its dive. But the speeder's bottom scraped the street and smashed into a wall. Anakin flew forward, tumbling along the ground. By



Anakin flew forward.



the time he rolled to his feet, the assassin was out of the wrecked speeder and sprinting into a nightclub.

Obi-Wan landed and caught up with Anakin, handing him his lost lightsaber. “Here. Next time try not to lose it.”

“Yes, Master.” He pointed to the nightclub’s sign. “The assassin went in that club.”



"Here. Next time try not to lose it."



The two Jedi walked into the club that throbbed with noise and music. Dozens of alien faces studied them as they approached the counter.

“Go and find the shooter,” Obi-Wan said. “I’m going to get a drink.”

Obi-Wan gestured to the bartender, but his mind was focused on the Force, probing the room for disturbances. He sensed Anakin pass behind him, searching the crowd.



"Go and find the shooter. I'm going to get a drink."



And he sensed someone sliding up behind him, drawing a blaster.

Without looking, Obi-Wan drew his lightsaber, ignited it, and whirled around with a downward slash, slicing the assassin's arm off at the elbow. The killer dropped. Anakin whirled around, lightsaber glowing. The crowd gasped, and the Padawan held them off with a casual wave of his lightsaber.



Obi-Wan sliced the assassin's arm off at the elbow.



“Easy . . . official business. Go back to your drinks.”

The two Jedi extinguished their weapons. The killer was female and barely conscious. Obi-Wan and Anakin picked her up and carried her outside.

In a nearby alley, Obi-Wan tended to her wound. She glared at him as he worked.

“Do you know who it was you were trying to kill?” he asked casually.



"Do you know who it was you were trying to kill?"



The assassin nodded. “The Senator from Naboo.”

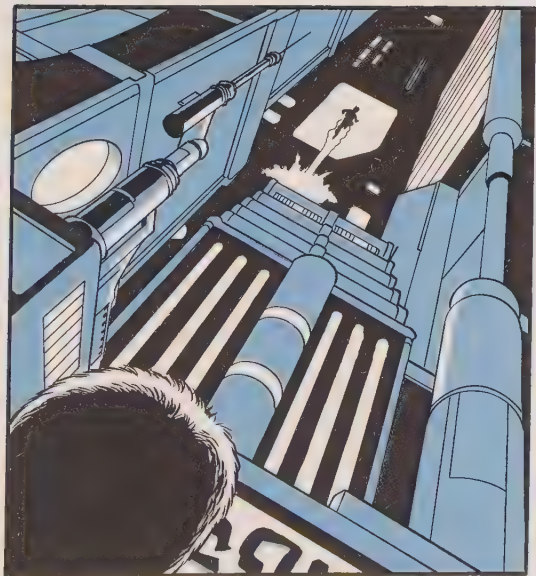
“Who hired you?”

“It was just a job—”

“Tell us!” Anakin snapped.

There was a ferocity in his voice that the killer had not expected from a Jedi. Daunted, she said, “It was a bounty hunter called —”

Pzzzt. Something struck the assassin in the neck. Instantly, her eyes



Someone wearing a rocket pack blasted off into the night.



rolled back and her body relaxed. She was dead.

Obi-Wan pulled a small dart from her neck and traced its path up to the roof of a nearby building in time to see someone wearing a rocket pack blast off into the night.

Obi-Wan and Anakin reported to the Jedi Council. As they finished speaking, the Jedi Master Yoda spoke.



“Track down this bounty hunter, you must, Obi-Wan.”

Mace Windu added, “More importantly, find out who she’s working for.”

Obi-Wan nodded. “What about Senator Amidala? She will still need protecting.”

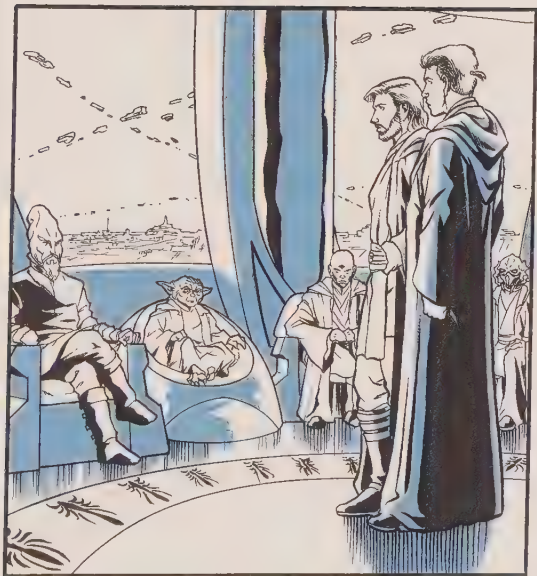
Yoda’s eyes turned to Anakin. “Handle that, your Padawan can.”

If the other members of the Jedi



Council were surprised by that decision, none of them betrayed it. Mace added, “Anakin, escort the Senator back to her home planet of Naboo. She’ll be safer there. And don’t use registered transport. Travel as refugees.”

Anakin’s heart soared, but it was his duty to point out difficulties, so he said, “As a leader of the opposition, it will be very difficult to get Senator Amidala to leave the capital.”



"Anakin, escort the Senator back to her home."



That was an understatement.

“I haven’t worked for a year to defeat the Military Creation Act not to be here when its fate is decided!” Senator Amidala exploded when Anakin delivered the Jedi Council’s recommendation.

Anakin took a step back, remembering now how formidable Padmé could be. He said gently, “Sometimes



we have to let go of our pride and do what is requested of us.”

The Senator sighed; what he said was partly true. She looked at the Jedi with new appreciation. Anakin had been so young when she'd first met him—with a heart and mind beyond his years, but still a little boy. “I’m sorry. It’s impossible to deny. You have grown up.”



Anakin grunted. “Master Obi-Wan manages not to see it.”

Padmé smiled. “Mentors have a way of seeing more of our faults than we would like. It’s the only way we grow.”

The young Jedi shook his head. “Don’t get me wrong . . . Obi-Wan is a great mentor, as wise as Master Yoda and as powerful as Master Windu. I am truly thankful to be his apprentice.



*"Mentors have a way of seeing more
of our faults than we would like."*



Only . . . although I'm a Padawan learner, in some ways . . . a lot of ways . . . I'm ahead of him. I'm ready for the trials. But he feels I'm too unpredictable . . . he won't let me move on."

"That must be frustrating."

She looked at him with sympathy, and he returned her gaze, his own eyes betraying a deeper emotion.

"Anakin . . . please don't look at me like that."



"Anakin . . . please don't look at me like that."



“Why not?”

“Because I can see what you’re thinking.”

He smiled nervously. “Ah, so you have Jedi powers now, too?”

She did not smile. “It makes me uncomfortable.”

Chastened, Anakin stammered. “I . . . I’m sorry, M’Lady.”

In the end, Padmé agreed to the Jedi Council’s wishes. Disguised as

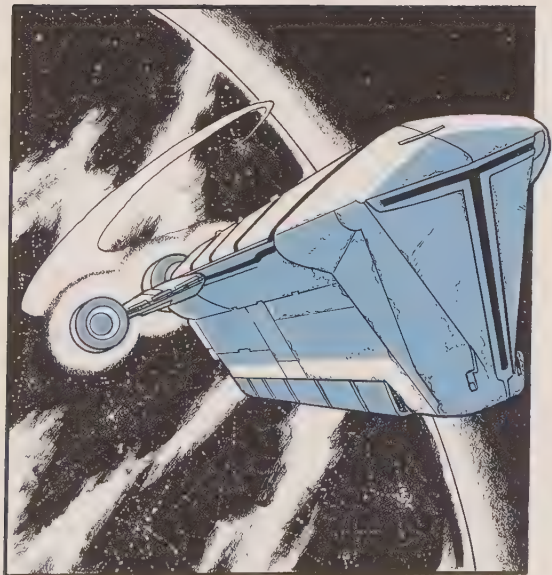


In the end, Padmé agreed to the Jedi Council's wishes.



refugees, she and Anakin boarded a freighter bound for Naboo, taking only their luggage and the droid R2-D2. Even the poorest of refugees often owned a droid.

Obi-Wan Kenobi saw them to the ship. “May the Force be with you,” he whispered as the freighter lifted off, taking his young apprentice on his first mission alone. Obi-Wan then turned



Obi-Wan watched the freighter lift off.



his attention to his own mission. He had kept the toxic dart fired by the bounty hunter. It had proved to be a mystery. The markings and the poison were unknown.

So Obi-Wan turned to his underworld sources, paying a visit to Dex's Diner. Dex possessed a vast knowledge of weapons that went beyond the experience of an ordinary cook. He told Obi-Wan that the dart originated in

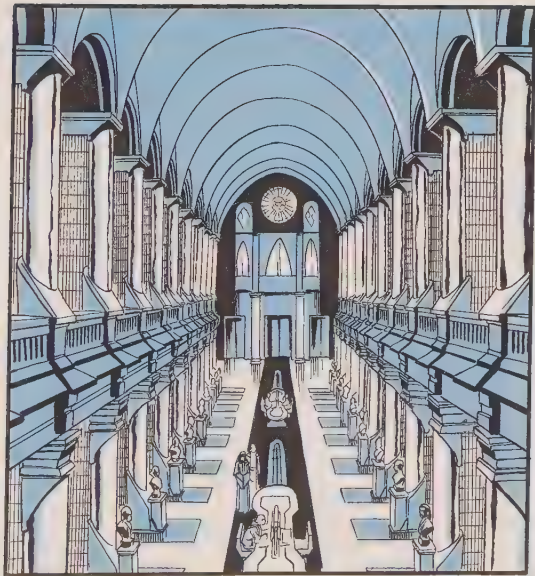


Dex possessed a vast knowledge of weapons.



the Kamino system, which lay outside the boundaries of the Republic—and was inhabited by cloners. Kaminoans reproduced human beings in growth chambers.

Obi-Wan had never heard of the Kamino system, so he returned to the great Temple of the Jedi and visited the archive library to meet Madame Jocasta Nu.



Obi-Wan visits the archive library.



The elder dame of the Jedi Order, Jocasta looked frail but was as tough as she was smart. A thousand years of study and exploration lay stored within the Jedi computer banks and, some said, inside the mind of Jocasta Nu herself.

As Obi-Wan waited in the main archive room, he stopped before the bronze bust of a male Jedi with sharp, angular features.



Jocasta Nu was as tough as she was smart.



“He has a powerful face, doesn’t he? Count Dooku was one of the most brilliant Jedi I have had the privilege of knowing,” Jocasta said.

Obi-Wan said, “I never understood why he left.”

Jocasta frowned. “Well, Count Dooku was always a bit out of step with the decisions of the Council. He was an idealist—and was always striving to be the best. With a lightsaber,



"He has a powerful face, doesn't he?"



he had no match. His knowledge of the Force was . . . unique. In the end, I think he left because he lost faith in the Republic. He felt the Jedi betrayed themselves by serving the politicians. He disappeared for nine or ten years, then just showed up recently as the head of the separatist movement.”

She paused. “Well, I’m sure you didn’t call me here for a history lesson.”

“I’m trying to find a planetary sys-



tem called Kamino. It doesn't seem to show up on any of the archive star charts."

Jocasta led him to a data station and punched in a request. Nothing came up. "Are you sure you have the right coordinates?"

"According to my information, it should be in this quadrant, just south of the Rishi Maze."

The old archivist studied the

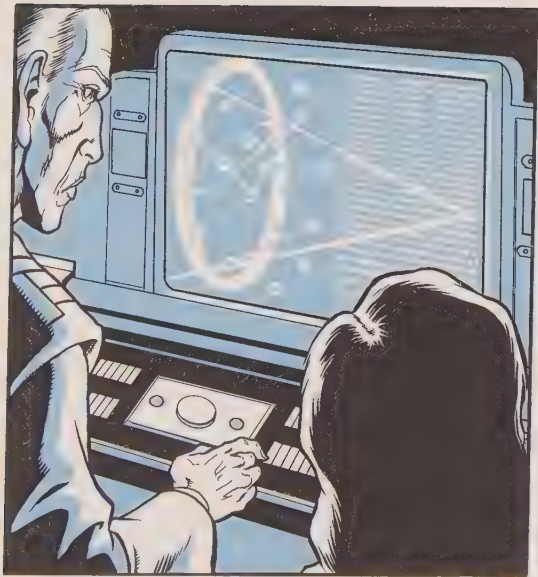


charts again, then shook her head. “I hate to say it, but it looks like the system you’re searching for doesn’t exist.”

“That’s impossible. Perhaps the archives are incomplete.”

The old dame stiffened, visibly insulted. “I assure you, if an item does not appear in our records, it does not exist.”

The investigation had quickly turned into a puzzle: an armored bounty hunter firing a poison dart that



"It looks like the system you're searching for doesn't exist."



did not show up on any records, which apparently came from a system that did not exist in the archives. Confused, Obi-Wan went to visit the one being whose insight was paramount.

Master Yoda was in a training room of the Jedi Temple, instructing a group of children. The children attempted to strike at training droids with miniature lightsabers. As Obi-Wan approached, Yoda said to his



"Younglings, enough! We have a visitor."



charges, “Younglings, enough! We have a visitor.”

“I am sorry to disturb you, Master Yoda. But I’m looking for a planet that doesn’t seem to exist on our archive maps.”

“Hmm . . . Come, younglings. Lost a planet, Master Obi-Wan has. Gather around the map reader. Clear your minds and find Master Obi-Wan’s planet.”



He led the children to a holographic projector where Obi-Wan placed a globe. A map of the quadrant filled the room.

“Here’s where the system ought to be. Gravity is pulling the stars in this area inward. There should be a star here, but there isn’t anything.”

Yoda nodded. “Most interesting. Gravity’s silhouette remains, but the star and its planets disappeared, they



have. Now, younglings, free your minds. What is the first thing you see? An answer? Anyone?”

One of the children put up his hand. “Master, it’s because someone erased it from the archive.”

Yoda’s pointed ears tilted back in a look of pleasure. “Truly wonderful, the mind of a child is. The Padawan is right. Go to the center of gravity’s pull, and find your planet you will.”



"Master, it's because someone erased it from the archive."



With a hand movement, Obi-Wan erased the star chart, and he and Yoda walked away from the children.

“But Master,” Obi-Wan said softly, “who could have erased information from the archives? That’s impossible, isn’t it?”

Yoda’s gleeful demeanor fell instantly into seriousness, and Obi-Wan realized how much the crafty old



Yoda's gleeful demeanor fell instantly into seriousness.



Master had been acting for his students. Now he spoke gravely. “Dangerous and disturbing this puzzle is. Only a Jedi could have erased those files. But who and why, harder to answer. Meditate on this, I will. May the Force be with you.”

No one bothered the two refugees and their droid as they huddled among several hundred others on board the slow-moving star freighter.



Padmé watched Anakin stoically eat the mush served by the ship's mess and said, "It must be difficult having sworn your life to the Jedi . . . not being able to visit the places you like . . . or do the things you like . . ."

"Or be with the people I love," he said without looking at her.

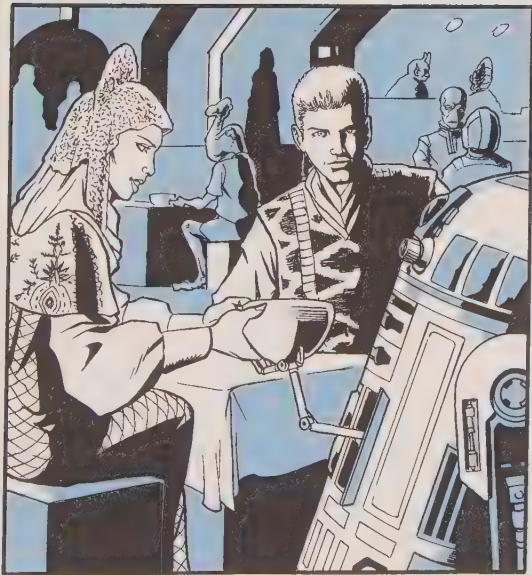
"Are you allowed to love? I thought it was forbidden for a Jedi."

He shrugged, still staring down



into his bowl. "Attachment is forbidden. Possession is forbidden. Compassion, which I would define as unconditional love, is central to a Jedi's life, so you might say we're encouraged to love."

His firm, resolute tone struck Padmé as very mature, far more mature than she'd have expected. She found herself saying, "You've changed so much."



"Attachment is forbidden. Possession is forbidden."



Anakin raised his eyes to hers and whispered, “You haven’t changed a bit. You’re exactly the way I remember you in my dreams.”

The timber of his voice disturbed Padmé, but not nearly so much as her response. His manner did not make her uncomfortable because she wanted it to stop; it made her uncomfortable because she wanted more.



When they arrived, they disembarked unnoticed.



When their star freighter arrived at Theed, the capital city of Naboo, they disembarked unnoticed. In ten years, Anakin had not forgotten how beautiful the green planet was.

Padmé, however, was all business. Despite Anakin's fears for her safety, she went directly to the palace and gave a full report to the new Queen, advising her that she had left Jar Jar



Binks in charge of Naboo's representation in the Senate and warning her that the separatist faction was growing stronger. Only after she had delivered her report did she allow the young Jedi to escort her up to the Lake Country north of the palace, where Padmé had spent her childhood and where she could hide from prying eyes.

In the depths of space, at a small



point near the Rishi Maze on the Outer Rim, a starship winked into existence. Inside the ship, Obi-Wan Kenobi checked his scanners and grinned. Sure enough, a planet loomed before him. He punched in a message to his Astrodroid. “There it is, Arfour, right where it should be. Our missing planet. Those files were altered.”

Obi-Wan dropped the ship into

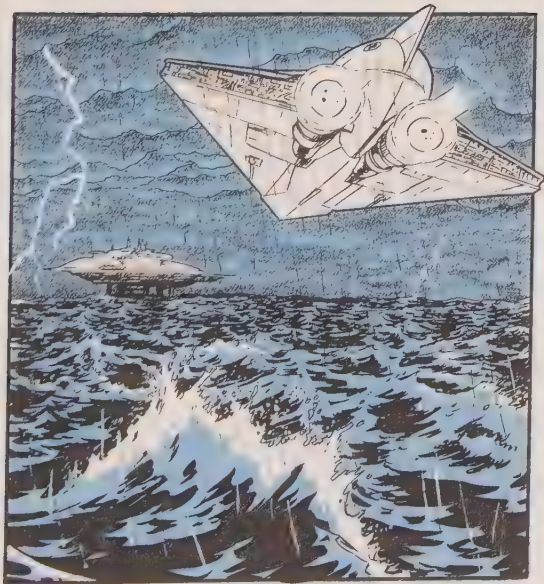


"There it is, Arfour, our missing planet."



Kamino's atmosphere and into the middle of a violent rainstorm. His instruments showed that the planet's surface was entirely covered in water. The Jedi piloted through the storm until he came to a city on stilts.

Obi-Wan followed a landing beacon and dropped half-blind on a rain-slicked pad. As he reached the tower, a door opened and bright light flooded the stormy darkness. Obi-Wan



The Jedi piloted through the storm.



hurried inside. Awaiting him was a humanoid creature, very tall, with pasty-white skin.

“Master Jedi,” she said. “I am Taun We. The Prime Minister awaits you.”

Obi-Wan was stunned, but tried not to show it. “I’m expected?”

Taun We smiled warmly. “But of course! He is anxious to see you. After all these years, we were beginning to



think you weren't coming. Now please, this way."

The Prime Minister rose from his chair as Taun We said, "May I introduce Lama Su, Prime Minister of Kamino. And this is Master Jedi . . ."

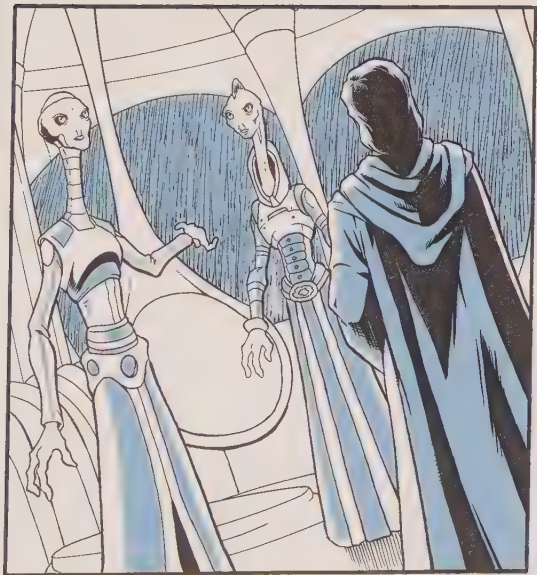
"Obi-Wan Kenobi," the Jedi contributed.

Lama Su bowed. "I trust you are going to enjoy your stay." He gestured



outside. “We are happy you have arrived at the best part of the season.” Then he gestured to a chair and they sat down. “And now to business,” the Prime Minister said. “You will be delighted to hear we are on schedule. Two hundred thousand units are ready, with another million well on the way.”

This meant nothing to Obi-Wan, but, trusting in the Force, he didn’t



"May I introduce Lama Su, Prime Minister of Kamino."



interrupt the flow of the conversation.

“That is good news.”

Lama Su nodded pleasantly. “Please tell your Master Sifo-Dyas that we have every confidence his order will be met on time and in full. He is well, I hope?”

Obi-Wan frowned, seeing no reason not to speak the truth. “I’m afraid to say that Master Sifo-Dyas was killed almost ten years ago.”



The Prime Minister bowed his head respectfully. "I'm so sorry to hear that. But I'm sure he would have been proud of the army we've built for him."

"The army?"

"Well, yes!" Lama Su said, perking up instantly. "The clone army. And I must say, one of the finest we've ever created."

Clones.



“Tell me, Prime Minister,” Obi-Wan said. “When my Master first contacted you about the army, did he say who it was for?”

Lama Su looked dumbfounded. “Well, of course he did. This army is for the Republic. But you must be anxious to inspect the units for yourself.”

That is an understatement, the Jedi thought, saying aloud, “That’s why I’m here.”



"This army is for the Republic."



The Lake Country of Naboo was an artist's dream. Crystal blue lakes stretched out for kilometers. Forests lined their shores, and waterfowl with wide, colorful wings swept the water's surface.

Padmé and Anakin traveled across the lake in a water speeder, sitting near to each other. The speeder cruised up to a small dock and they jumped out, climbing a set of stairs to Padmé's



lodge. After dropping off their few belongings, they went out to a balcony overlooking the lake to take in the view. Padmé sighed. “We used to come here for school retreats. We used to swim to that island, and lie on the sand and try to guess the names of the birds we heard singing . . .”

“I don’t like the sand,” Anakin said. He thought of his childhood home—the brutal desert of Tatooine



where his mother still lived. “On Tatooine the sand is coarse and irritating. Not like here. Here everything’s soft and smooth . . .” He touched her arm, expecting her to pull away. She didn’t.

Anakin leaned forward, covering the last distance between them, and kissed Padmé. For a moment she did not resist. Then she hurriedly pulled away from him.



Anakin leaned forward and kissed Padmé.



“No, no,” she whispered. “I should not have done that.”

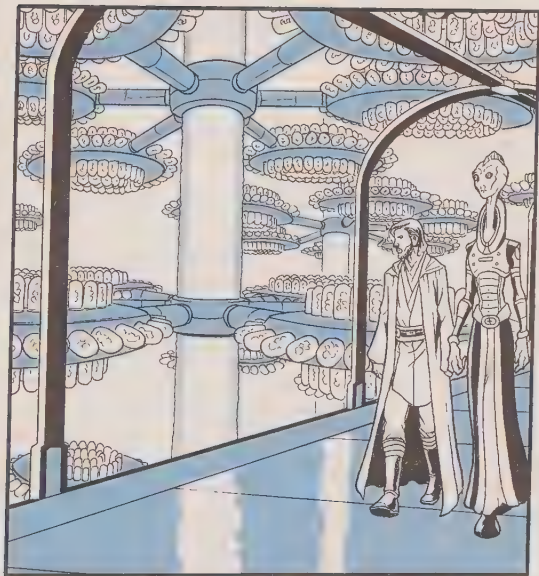
“I’m sorry,” he said.

Neither sounded convincing.

The clone facility included a vast room filled with glass spheres. Inside each one floated an embryo.

“Very impressive, Prime Minister,” Obi-Wan Kenobi said.

Lama Su graciously accepted the compliment. “I hoped you would be



"Very impressive, Prime Minister."



pleased. Clones can think creatively. You will find they are immensely superior to droids.”

Lama Su led them to the cafeteria, which bustled with diners. Obi-Wan’s senses reeled as he realized that the entire group of young men, several hundred or more, looked exactly alike.

“Who is the original host?” he inquired.

Lama Su took the question in



The entire group of men looked exactly alike.

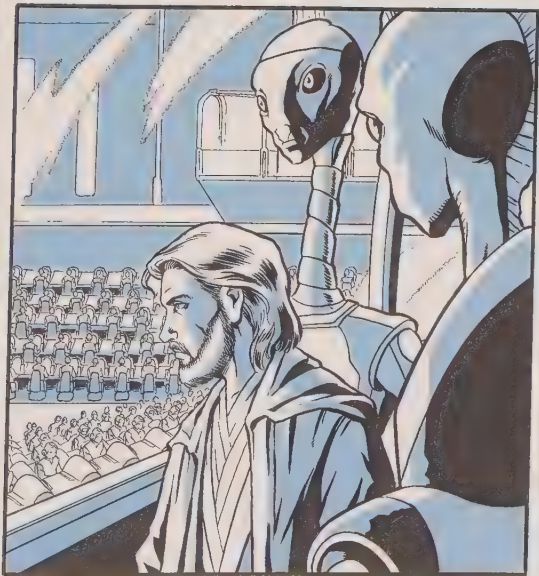


stride. “A bounty hunter by the name of Jango Fett.”

“Where is this bounty hunter?” Obi-Wan asked.

“Oh, we keep him here. Apart from his pay, which is considerable, he asked for only one thing—an unaltered clone for himself. Curious, isn’t it?” Lama Su seemed free with this information.

“Unaltered? What is that?”



"Where is this bounty hunter?"



The Prime Minister replied, “Pure genetic replication. No tampering with the structure to make it more docile, and no growth acceleration.”

“I would very much like to meet this Jango Fett.”

Lama Su excused himself from that task, leaving Taun We to guide the Jedi to Jango Fett.

Obi-Wan and Taun We entered an apartment complex and arrived at



"Boba, is your father home?"



Fett's door. She pressed a call button and a moment later the door was opened by a small boy.

Taun We looked down. "Boba, is your father home?"

"Yep." The boy stepped aside to let them enter and called out, "Dad, Taun We's here!"

A man entered from another room. He wore a blue shirt and a hard expression on his scarred and pock-



marked face. His forearms bulged and rippled under several elaborate tattoos.

Taun We said, "Welcome back, Jango. I trust that your trip was productive?"

"Fairly," he grunted. His eyes did not leave Obi-Wan.

"This," Taun We said, "is Jedi Master Obi-Wan Kenobi. He is here to check on our progress."

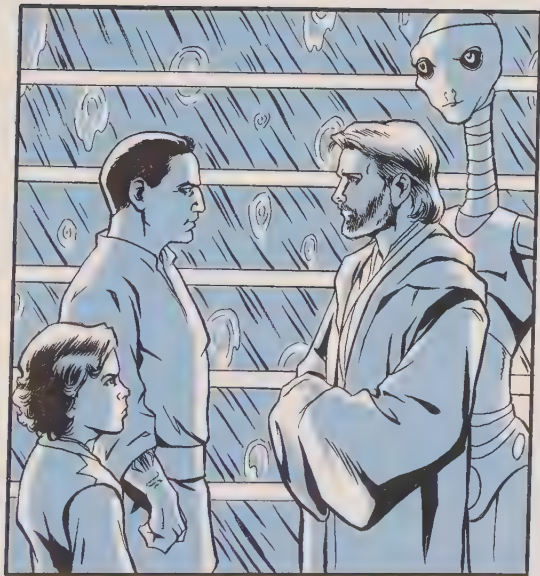


Jango's eyes settled into a cold stare, but he said nothing.

"Your clones are impressive," Obi-Wan said calmly. "You must be very proud."

The bounty hunter growled, "I'm just a simple man trying to make my way in the universe."

The Jedi's eyes scanned the room behind Jango. Several pieces of armor lay beyond an open doorway. Obi-



*"I'm just a simple man trying to
make my way in the universe."*



Wan asked, “Ever make your way to the interior, as far as Coruscant?”

The bounty hunter glared at Obi-Wan. “Maybe once or twice.”

“Then you must know Master Sifo-Dyas.”

“Never heard of him,” Jango said.

“Really,” Obi-Wan said, feigning surprise.

“I was recruited by a man named



"Never heard of him."



Tyranus on one of the moons of Bogden.”

“Curious,” Obi-Wan said.

Jango shrugged. “Do you like your army? They’ll do the job, I guarantee that.”

Obi-Wan nodded, though he still had more questions than answers. “Thanks for your time.”

“Always a pleasure to meet a Jedi,” Jango said without warmth. The door



closed and Jango turned to his son. “Pack your things. We’re leaving.”

Light-years away, Naboo was as warm and friendly as Kamino was cold. In the island lodge, Anakin and Padmé sat together before a crackling fire, staring into the dancing flames. Neither of them had spoken for some time.

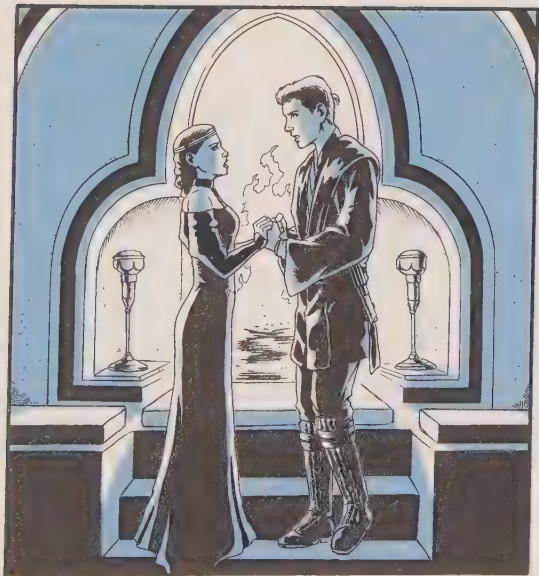
Finally, Anakin said, “From the moment I met you, all those years ago, a day hasn’t gone by when I haven’t



thought of you. And now that I'm with you again, I'm in agony. I'm haunted by the kiss you should never have given me. You are in my very soul, tormenting me. I will do anything you ask . . ."

He turned to Padmé, his face close to hers. "If you're suffering as much as I am, tell me," he pleaded.

"I can't," she confessed, her voice



"You are in my very soul, tormenting me."



trembling. “It’s just not possible.” Reluctantly, she looked at him, her eyes liquid. “We live in a real world. You’re studying to become a Jedi Knight. I’m a Senator. If you follow your thoughts through to conclusion, they will take us to a place we cannot go . . . regardless of the way we feel about each other.”

Instead of frowning, Anakin beamed. “Then, you do feel something! We could keep it a secret.”



"I can't. It's just not possible."



She shook her head. “Then we’d be living a lie. Could you live like that, Anakin?”

He considered again, searching desperately for a solution. “No. You’re right. It would destroy us.”

That night, Anakin dreamed, but not of Padmé. He dreamed of his mother. The images were violent, horrific, and he felt himself calling out to her, reaching for her across the



That night, Anakin dreamed of his mother.



light-years on the barren planet that had been his home before the Jedi took him away.

He awoke with a start. The visions faded, but the sense of horror remained. Unable to sleep, he went to the balcony and meditated as the sun rose over the lake.

A short time later, Padmé appeared. “You had a nightmare last night,” she said.



He said simply, “Jedi do not have nightmares.”

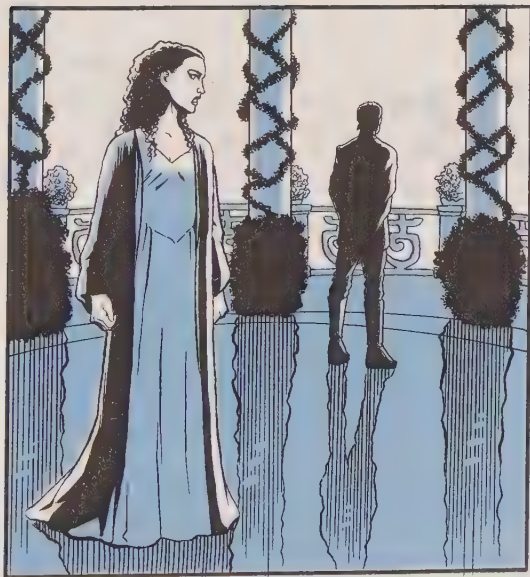
“I heard you,” she insisted.

Caught in a lie, he confessed. “It was my mother. I saw her as clearly as I see you. She was suffering, Padmé. She’s in pain.” He stood up. The sense of terror and fear that he had felt during the night had not receded. “I know I’m disobeying my mandate to protect you, but I have to go. I have to help her.”



Padmé did not protest or argue. She simply moved beside him and said, “I’m going with you.”

Returning to his starship, Obi-Wan contacted the Jedi Council on a coded channel and confirmed his suspicions: the Jedi Council had never ordered a clone army, and Sifo-Dyas had indeed been dead for more than ten years. Master Yoda ordered him to take Jango Fett into custody.

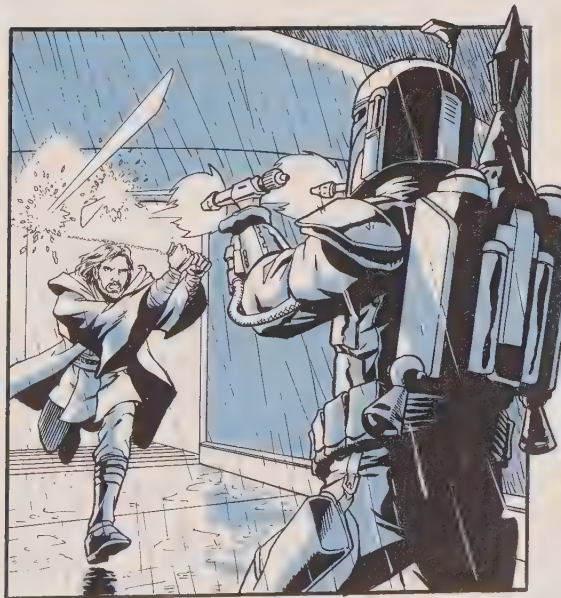


"I'm going with you."



Obi-Wan hurried to Jango Fett's landing pad. He exited the corridor and ran out into the rainstorm in time to see the bounty hunter heading towards his oddly shaped starship. The boy, Boba, spotted him first. "Dad, look!"

The bounty hunter quickly drew his blaster, and Obi-Wan thumbed his lightsaber on just in time, deflecting several blasts and slashing back. Jango



Obi-Wan deflected the blasts.



jumped above the slash and activated his rocket pack. Landing atop a nearby tower, he leveled his weapon at Obi-Wan and fired again. Guided by the Force, the Jedi again deflected the blasts. But Fett's next shot was an explosive charge, and Obi-Wan dove aside as the blast rocked the deck.

The Jedi rolled and dodged as the parked ship's blaster cannons opened

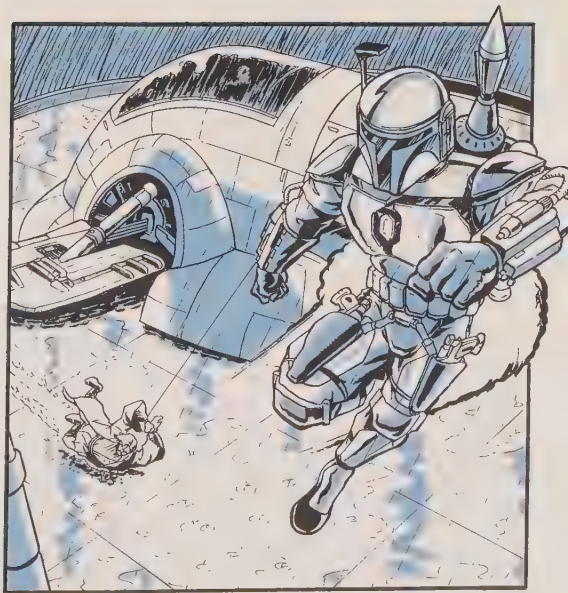


fire. The laser bolts missed, but their impact threw Obi-Wan off his feet and he lost hold of his lightsaber. Jango Fett jumped down, pressing the advantage, and Obi-Wan counter-attacked with his feet and fists. Another explosion knocked Obi-Wan away. Hitting the ground hard, the Jedi reached out for his lightsaber and summoned it through the Force. But before



he could retrieve it, Jango fired a thin line from his wrist pack. The line wrapped around Obi-Wan's wrists and the Jedi was dragged across the landing platform. Obi-Wan finally managed to wrap the line around a nearby column. The line went taut and Fett pivoted, crashing to the ground.

His rocket pack broke free, but the two men were still connected by the



Jango dragged the Jedi across the landing platform.



wrist line. Obi-Wan charged forward and slipped, kicking Fett over the edge of the platform.

In mid-air, Jango Fett activated a forearm claw and jabbed it into the side of the platform. As Obi-Wan slid past him, the bounty hunter detached the wrist line and watched the Jedi disappear into the darkness.

Summoning the Force, Obi-Wan wrapped the free end of the line



Obi-Wan charged forward and slipped.



around the nearest support pillar, stopping his fall. He lowered himself to a service platform and found the entrance to the lower levels of the city.

By the time he reached the landing platform again, Jango Fett had reached his ship. Obi-Wan plunged through the rain as the ship fired its engines. He threw a small tracking device onto its hull. Then all he could do was watch the ship roar off into the sky.

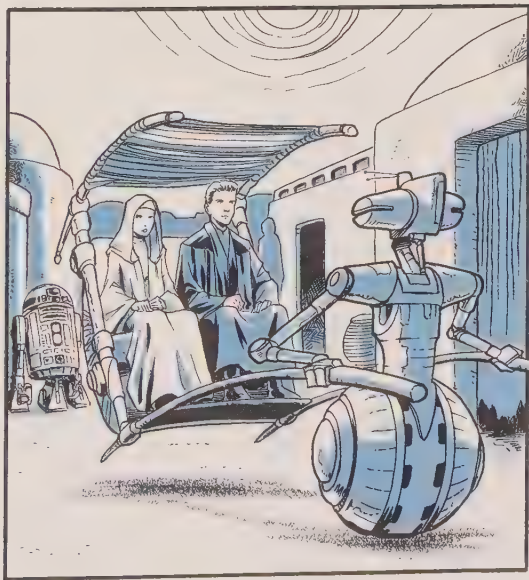


Obi-Wan threw a small tracking device onto the ship's hull.



The desert planet Tatooine was a murky backwater of the galaxy, and the spaceport of Mos Espa, with its filthy cantinas and casinos, attracted the unwanted scum from a thousand other systems.

This was the home to which Anakin came. It was hot, dry, and dangerous. Ten years ago, he had lived here as a slave to the alien junk trader whose shop he and Padmé now visited.



The desert planet Tatooine was a murky backwater.



“Watto.”

The small blue alien with the hooked nose was hovering in mid-air.

At the sound of his name, Watto turned. “What!” he said.

“Excuse me,” Anakin said.

“What can I do for you?” Watto said, flapping forward. “You look like a Jedi. Whatever it is, I didn’t do it.”

“I’m looking for Shmi Skywalker.”



"What!" Watto said.



Watto blinked, and then his eyes opened wide. “Annie? Little Annie? Wahoo!” He flew a quick circle around the young man. “Ya sure sprouted! A Jedi! Hey, maybe you could help wit some deadbeats who owe me a lot o’ money—”

“My mother.”

“Yer mother . . . oh, yeah! Shmi! Listen, Annie, I sold her.”



Anakin's face flushed. "Sold her . . ."

"Years ago. Sold her to a moisture farmer named Lars. Believe it or not, I hear he freed her and married her. Can ya beat that!"

"Where?"

"Some place over on the other side of Mos Eisley, I think."

Jango Fett's ship, *Slave I*, dropped out of hyperspace just outside the



planet Geonosis and its huge asteroid field. An alarm beeped in the cockpit.

Boba said, “Dad, I think we’re being tracked.”

Fett growled. “We’ll fix that.”
Slave I plunged into the asteroid field.

“They seem to have discovered the tracker, Arfour,” Obi-Wan said to his droid. Suddenly, a tiny object appeared on his screen.



"Dad, I think we're being tracked."



“Sonic charge!” He veered away, avoiding the explosion. Arfour bleeped—Jango Fett had somehow gotten behind him. Laser fire slammed against his shields.

The Jedi banked sharply and turned in a tight loop to avoid an asteroid, only to find his ship hurtling toward a massive moon-sized rock.

A guided missile launched from



Jango Fett had somehow gotten behind him.



Slave I and streaked toward him. Both missile and starfighter vanished in the asteroid's shadow. A flash of fire lit up its underside, and bits of metal appeared on *Slave I*'s scanners. Jango Fett nodded in satisfaction and turned his ship toward Geonosis.

The moon-sized rock continued to roll, revealing the Jedi ship nestled against the underside of the asteroid, barely damaged.



A flash of fire erupted and bits of metal appeared.



“Thanks for ejecting those spare-parts canisters, Arfour. Now let’s follow his last known trajectory.”

Following Fett’s flight path, Obi-Wan dropped through the atmosphere.

Geonosis was a red-rock planet, its barren surface broken occasionally by flat-topped mesas and giant stalagmites. Obi-Wan’s scanners picked up power readings a few clicks ahead. The



"Now let's follow his last known trajectory."



Jedi Knight pointed his ship toward a nearby mesa and prepared to land.

Tatooine moisture farms were humble structures—pits dug out of the sand and reinforced with scrounged materials. This farm, far from Mos Eisley, was no different.

Anakin and Padmé approached in the heat of Tatooine's twin suns. At the entrance, they were greeted by a familiar Protocol Droid whose metal



skin looked mismatched and patched together.

“Greetings,” the droid said in a precise, polite voice. “How might I be of service? I am See—”

“Threepio?” Anakin asked in complete surprise. Ten years ago he had built C-3PO right here on Tatooine.

The droid paused. Then he said, “Oh, my . . . oh, my maker! Master Anakin! I knew you would return.



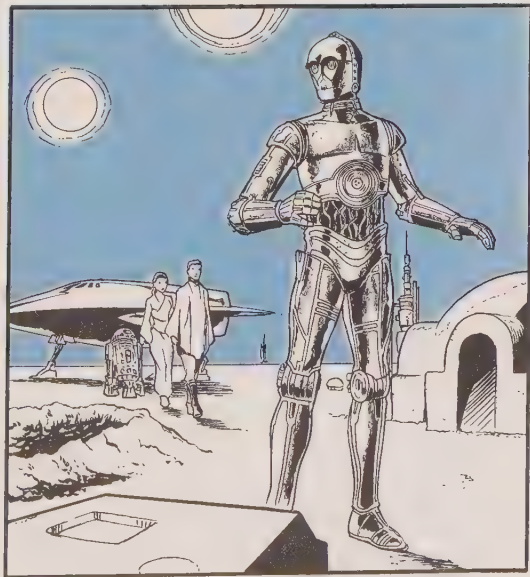
I knew you would! And this must be Miss Padmé!”

“Hello, Threepio.”

“Oh, my circuits! I’m so pleased to see you both!”

Anakin, though happy to see his droid, would not be distracted from his mission. “I’ve come to see my mother.”

C-3PO paused again, managing somehow to look sad. “I think . . . I



"Oh my circuits! I'm so pleased to see you both!"

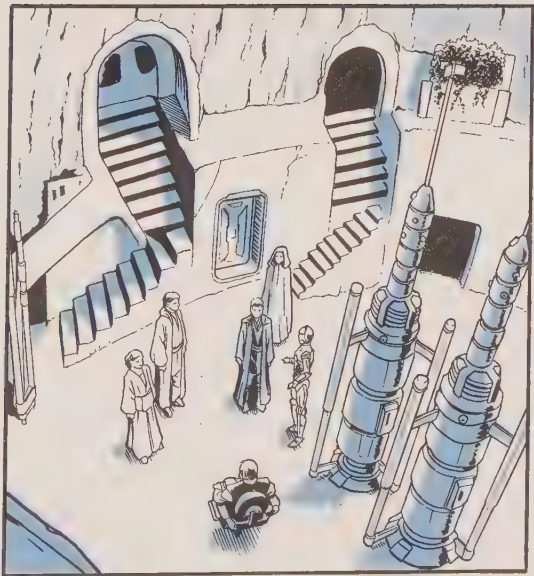


think . . . perhaps we'd better go indoors."

The droid led them into the courtyard of the farm. "Master Cliegg, Master Lars! Might I present two important visitors?" the droid called out.

Two young humans, a man and a woman about Anakin's age, appeared.

"I'm Anakin Skywalker," the Jedi said to them.



*"Master Cliegg, Master Lars!
Might I present two important visitors?"*



The man held out a large, calloused hand. "Owen Lars. This is my girlfriend, Beru."

"Hello," the woman said.

Padmé introduced herself, and there was a short pause as Owen Lars struggled for something to say. Finally, he spoke. "Uh, I guess I'm your step-brother. I had a feeling you might show up some day."

ATTACK OF THE CLONES



Anakin, still focused on his goal, asked, “Is my mother here?”

“No, she’s not,” said a new voice behind them.

Anakin turned to see an older man sitting in a small hover chair gliding toward them. One of his legs was heavily bandaged. The other was missing entirely. His face was a mask of heavy sadness that needed no Jedi



powers to read. “I’m Cliegg Lars. Shmi is my wife. Come on inside. We have a lot to talk about.”

“It was just before dawn,” Cliegg Lars began as they sat in the kitchen. “They came out of nowhere. A hunting party of Tusken Raiders.”

Anakin listened patiently, with a sense of dread, but needing to hear every word.

“Your mother had gone out early,



*"They came out of nowhere.
A hunting party of Tusken Raiders."*



like she always did, to pick the mushrooms that grow on the vaporators. From the tracks, she was about halfway home when they took her. Those Tuskens walk like men, but they're vicious, mindless monsters. Thirty of us went out after her. Four of us came back. I'd be with them, only . . . I just couldn't ride anymore . . . until I heal."

The man put his head down. "I don't want to give up on her, but she's



Anakin felt the blood boil in his veins.



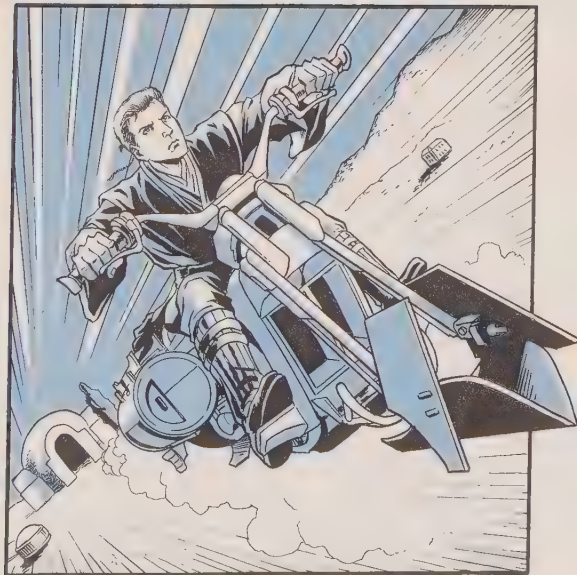
been gone a month. There isn't much hope she's lasted this long."

Anakin felt the blood boil in his veins. Even before Cliegg Lars had finished, young Skywalker was on his feet and moving toward the door.

"Annie!" Padmé called. "Where are you going?"

"To find my mother."

Just before dawn on Geonosis, Obi-Wan Kenobi crept toward the



"Annie!" Padmé called. "Where are you going?"



largest stalagmite, which was a foundry of some sort, surrounded by a great assortment of manufacturing tools.

Gaining entrance was easy—for a Jedi. He scaled a tower and slipped through an unguarded window, then crept down the corridor. Once inside, he confirmed his guess. It was a droid foundry. Massive machines were producing Battle Droids. As the droids



Massive machines were producing Battle Droids.



were completed, Geonosian natives were loading them onto cargo craft.

The Jedi crept past the foundry to find himself at the edge of a huge courtyard. He was about to walk across the vast, bare chamber when he heard voices approaching and ducked behind a support pillar.

A group of beings, some human and some alien, passed through the courtyard. The Jedi recognized one of



Obi-Wan ducked behind a support pillar.



them immediately—Count Dooku, a tall, elegant man who walked with feline grace. Another he knew from ten years ago—Nute Gunray, the Trade Federation Viceroy who had tried to take over the planet Naboo. As he listened, the Jedi picked up the names of the other two. One was a Geonosian native called Poggle the Lesser, the Archduke of Geonosis. The other was Wat Tambor.



Count Dooku was saying, “We must persuade the Commerce Guild and the Corporate Alliance to sign the treaty.”

Nute Gunray said, “What about the Senator from Naboo? Is she dead yet? I’m not signing your treaty until I have her head on my desk.”

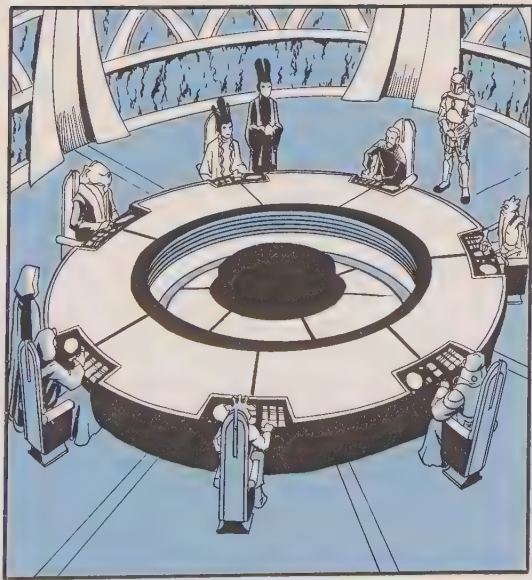
“I am a man of my word, Viceroy,” Dooku assured him.

Poggle chortled. “With these new



Battle Droids we've built for you, Viceroy, you'll have the finest army in the galaxy."

Their voices faded as they walked away. As silent as a shadow, Obi-Wan followed them down a hallway and into a meeting chamber, filled with various members of the Commerce Guild, the other corporate representatives, and a few separatist Senators



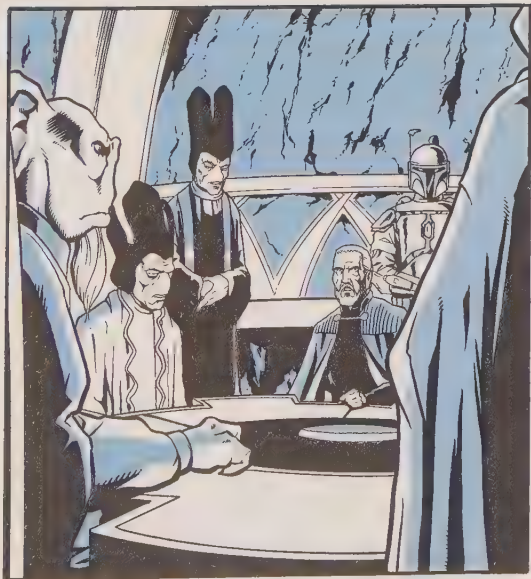
Obi-Wan followed them into a meeting chamber.



from Coruscant. Obi-Wan spotted Jango Fett.

Dooku glided to his place at the head of the table and said with assuring confidence, “Now is the time, my friends. This is the moment when you have to decide between the Republic or the Confederacy of Independent Systems.

“A thousand more systems will rally to our cause with your support. And let



"This is the moment when you have to decide."



me remind you of our absolute commitment to capitalism . . . lower taxes, reduced tariffs, and the eventual abolition of all trade barriers. Signing this treaty will bring you profits beyond your wildest imagination.”

He glanced at Nute Gunray. “Our friends in the Trade Federation have pledged their support. When their Battle Droids are combined with yours, we shall have an army greater



*"This treaty will bring you profits
beyond your wildest imagination."*



than anything in the galaxy. The Republic will be overwhelmed.”

Obi-Wan slid away from the meeting room. He had heard enough.

Anakin tracked his mother across an endless sea of sand and an endless sensation of pain and misery. It drew him forward, leading him unerringly to its source.

By midnight, under Tatooine’s full moon, he had found the Tusken camp,



By midnight, Anakin had found the Tusken camp.



little more than a collection of huts thrown up in Tatooine's deep deserts.

Anakin had learned about Tusken Raiders as a child. They traveled about wrapped in cloth, hiding their faces from the suns, and perhaps from outsiders. They kept to themselves but sometimes raided outlying farms or even small towns. They stole food, weapons, and especially water.

Anakin slipped around the camp,



Anakin carved a hole in the hut.



and moved determinedly toward the back of one particular hut. Two Tusks stood guard at its entrance, so the Jedi, using his lightsaber, carved a hole in the back wall and wriggled through.

The hut was lit by candles and by moonlight bleeding through a roof hole. By that light, Anakin saw his mother.

She was hanging from a wooden frame, tied there by her arms. Her face



His mother was hanging from a wooden frame.



was bloody and bruised. She'd been terribly beaten. Anakin untied her and lowered her to the ground.

"Mom . . . " he whispered, his voice breaking. "Mom . . . "

Shmi Skywalker's eyes fluttered open. "An . . . Annie? Is it . . . ?"

"I'm here, Mom. You're safe."

She tried to speak, but choked on the words. Gasping, she rasped, "You . . . my grown-up son. I'm so



Shmi Skywalker's eyes fluttered open. "An...Annie? Is it...?"



proud of you, Annie . . . so proud. I missed you.” She let out a short, choking cough. “Now . . . I’m . . . complete.”

“Stay with me, Mom,” Anakin said. “Everything’s going to be fine.”

But she didn’t hear him. The life passed out of her while he held her in his arms.

Anakin Skywalker felt his rage boil over. He reached for his lightsaber.



Obi-Wan stood next to his ship, hidden at the bottom of a mesa. He checked his signal transmitter as Arfour bleeped.

“The transmitter is working,” the Jedi said, “but we’re not getting a return signal. Coruscant’s too far. Maybe we can contact Anakin on Naboo. It’s closer.” He had to try something. The Jedi Council must



know of Count Dooku's plans before the galaxy was in utter turmoil.

"Anakin, do you copy?" he tried, but there was no return signal from Naboo. Frowning, the Jedi widened his search.

The return signal confused him. "That's Anakin's tracking signal, all right. But it's coming from Tatooine. What in the blazes is he doing there?"

In his anxiety for his young

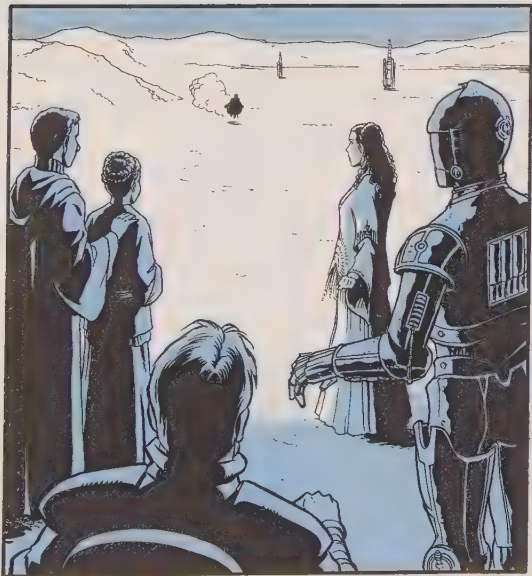


"What in the blazes is he doing on Tatooine?"



apprentice, Obi-Wan failed to sense a pair of Geonosian eyes spying down on him from the mesa top.

Cliegg Lars, his son Owen, Beru, Padmé, and C-3PO stood at the edge of the humble homestead, searching the Tatooine sands for any sign of Shmi's son. Suddenly, Anakin came into sight on the horizon, approaching on Owen's borrowed speeder bike. As he came closer, the group



Suddenly, Anakin came into sight on the horizon.



could make out a bundle laid across the speeder.

It was the carefully bound body of Shmi Skywalker.

A deep silence fell over the group. Anakin stopped the speeder, tenderly lifted his mother's body in his arms and carried her inside. Cliegg Lars put his head on his chest and began to weep. Owen and Beru stood aside, grieving silently.



Anakin carried his mother's body inside.



Later that afternoon, Padmé brought Anakin a tray of food.

“Why?” he whispered. “Why did she have to die? Why couldn’t I save her?”

Padmé felt helpless. “Sometimes . . . sometimes there are things no one can fix. You’re not all-powerful, Annie.”

“I should be!” he snarled and threw his wrench. “Someday I will be. I will be the most powerful Jedi ever!



"I will be the most powerful Jedi ever!"



I will even learn to prevent people from dying.”

“Anakin . . . ”

“It’s all Obi-Wan’s fault! He’s jealous. He’s holding me back!”

The Jedi smashed his fist down on the counter with such force that Padmé stepped back. “Annie?”

All at once, the Jedi’s rage turned to sorrow, and he wept uncontrollably, putting his hands to his eyes to



All at once, the Jedi's rage turned to sorrow.



stop the tears. “I . . . I killed them. I killed them all,” he sobbed. “They’re dead, every single one of them . . .”

Padmé put her hand on his shoulder as sobs wracked his body. “Not just the men . . . the women and the children, too. I slaughtered them like animals. I hate them!”

“Annie, to be angry is to be human.”



“No, I’m a Jedi Knight. I’m better than this!”

She held him while he shed enough tears to water the sands of Tatooine.

The next day, R2-D2 found them outside the homestead. It had been a short but difficult journey for him from the Naboo ship, stowed behind a sand dune, to the moisture farm. But he had done it as quickly as his



wheeled body would go, for the message he'd received was urgent.

Back at the ship, Anakin and Padmé listened to the image of Obi-Wan relaying the information about Count Dooku, the Trade Federation, and the other guilds, all building an army of droids. But it was the end of the message that brought Anakin fully back to life. As Obi-Wan spoke, Anakin could see droidekas—



Droidekas unfurled and attacked Obi-Wan.



the dreaded Trade Federation droids—roll up and attack from behind, interrupting his report. The transmission terminated in static.

Simultaneously Anakin relayed the message to the Jedi Council. Their response was simple and direct. “We will deal with Count Dooku,” Mace Windu said. “The most important thing for you is to stay where you are. Protect the Senator at all costs. That is



"We will deal with Count Dooku."



your first priority.” The Council’s transmission ended.

Padmé shook her head. “They’ll never get there in time to save him. They have to come half way across the galaxy, and Geonosis is less than half a parsec from us.”

Anakin hesitated. “You heard Master Windu. He gave me strict orders to stay here.”



Padmé shook her head. Her planet owed its existence in part to Obi-Wan Kenobi. She said, “He gave you strict orders to protect me . . . and I’m going to Geonosis.”

On Coruscant, a special council of Republic loyalists met with the Jedi Masters, who informed them of the Separatists’ alliance with the trade guilds.



“Master Yoda,” Palpatine asked. “How many Jedi are available to go to Geonosis?”

Yoda replied, “Throughout the galaxy, thousands of Jedi there are. But to send on a special mission, only two hundred.”

Bail Organa frowned. “With all due respect for the Jedi Order, that doesn’t sound like enough.”

Another loyalist, Ask Aak, said,



“The debate is over. We need that clone army.”

Bail Organa snorted. “The debate is not over. The Senate will never approve the use of the clones before the separatists attack.”

Mas Amedda said, “This is a crisis. The Senate must vote the Chancellor emergency powers. He could then approve the use of the clone army.”



“But what Senator would propose such a radical amendment?” Palpatine asked.

Jar Jar Binks hesitated, then stepped forward. He had been granted the right to represent Padmé during her absence. Now seemed like the time to exercise that right. “Mesa mosto Supreme Chancellor . . . Mesa proud to proposing the motion to give yousa honor emergency powers.”



*"Mesa proud to proposing the motion
to give yousa honor emergency powers."*



Obi-Wan Kenboi was suspended in mid-air by a paralyzing field of energy. He could not move, and he could not use the Force to shut the field down. He could only wait.

Finally, Count Dooku entered, as elegant as ever. He said, “Hello, my friend. This is a terrible mistake. They’ve gone too far.”

Obi-Wan watched Dooku circle



them and said. "I thought you were their leader, Dooku."

"This had nothing to do with me, I assure you. I promise you I will petition immediately to have you set free." He paused. "May I ask why a Jedi Knight is all the way out here on Geonosis?"

"I've been tracking a bounty hunter named Jango Fett. Do you know him?"

Dooku gave no reaction whatso-



ever. “There are no bounty hunters here that I’m aware of. Geonosians don’t trust them.”

The Count circled the force field. “It’s a great pity that our paths have never crossed before, Obi-Wan. Qui-Gon always spoke very highly of you. I wish he were still alive. I could use his help right now.”

“He would never join you.”



"Qui-Gon would never join you."



“Don’t be so sure. You forget that he was once my apprentice, just as you were once his. He knew all about the corruption in the Senate, but he would never have gone along with it if he had known the truth as I do.”

“The truth?” Obi-Wan asked.

“What if I told you that the Republic was now under the control of the Dark Lords of the Sith? The dark side of the Force has clouded



the vision of the Jedi. Hundreds of Senators are now under the influence of a Sith Lord called Darth Sidious.”

“I don’t believe you.”

“The Viceroy of the Trade Federation was once in league with this Darth Sidious. But he was betrayed ten years ago by the Dark Lord. He came to me for help. The Jedi Council would not believe him. I tried many times to warn them but they wouldn’t

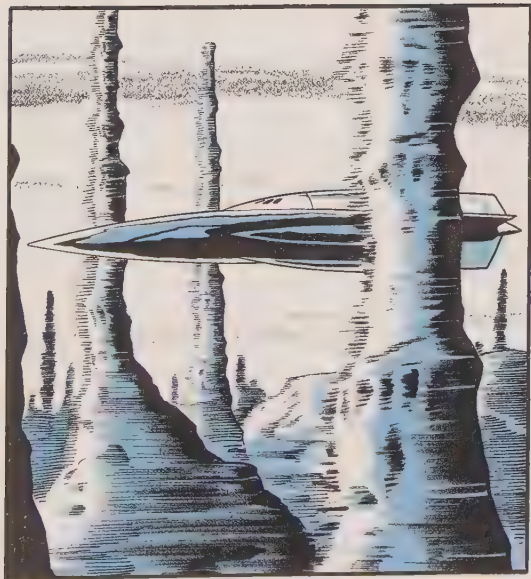


listen. Once they sense the Dark Lord's presence, it will be too late. You must join me and together we will destroy the Sith."

Obi-Wan shook his head. "I'll never join you."

Dooku shrugged. "Then it may be difficult to secure your release."

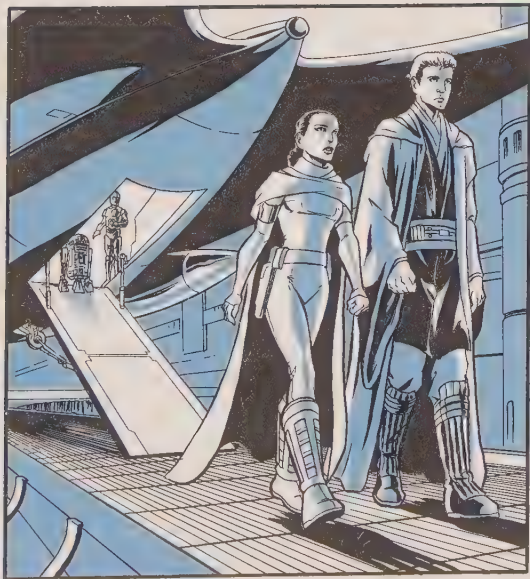
The Naboo starship carrying Padmé, Anakin, R2-D2, and C-3PO



The Naboo starship reached Geonosis in a short time.



reached Geonosis in a short time. Anakin had been able to track Obi-Wan's signal, and when they picked up the power readings from the droid foundry, they headed there immediately. They dropped down a massive exhaust vent that led into the core of the facility. Landing inside the foundry, they spotted a service entrance and slipped through undetected.



They headed immediately to the droid foundry.



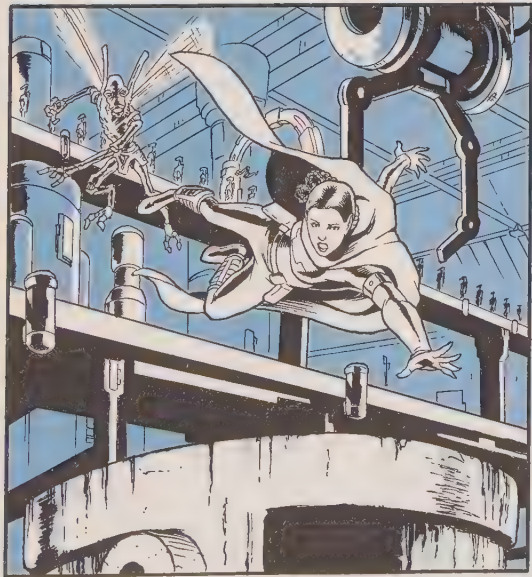
But Obi-Wan's appearance had put the Geonosians on high alert. As the four intruders entered a corridor lined with pillars, shadows detached themselves from the rooftops and dropped down, spreading their wings. "Padmé!" Anakin called out. In the same instant his lightsaber hummed to life. He cut down the first wave of creatures that swooped down on them as the others retreated toward a side door.



Anakin cut down the first wave of creatures.



The group was backed into an enormous droid factory. The winged creatures followed, attacking and separating them. The Jedi tried to fight his way toward Padmé, but one of the fliers clutched at her, causing her to lose her balance. She fell into an empty vat on its way to pick up a burning mass of molten metal. She frantically tried to climb up the side of the vat but could gain no hold on its smooth surface.



*Padmé fell into an empty vat on
its way to pick up molten metal.*



Desperate to reach her, Anakin slashed and cut at the swarm of creatures, but tripped on one of the factory's many conveyor belts. His right arm became locked in a stamping device, dragging him toward a massive cutting machine. He could do nothing to save Padmé as she was slowly drawn toward the vat of liquid metal.

R2-D2 quickly assessed the situation and engaged his rocket jets to fly

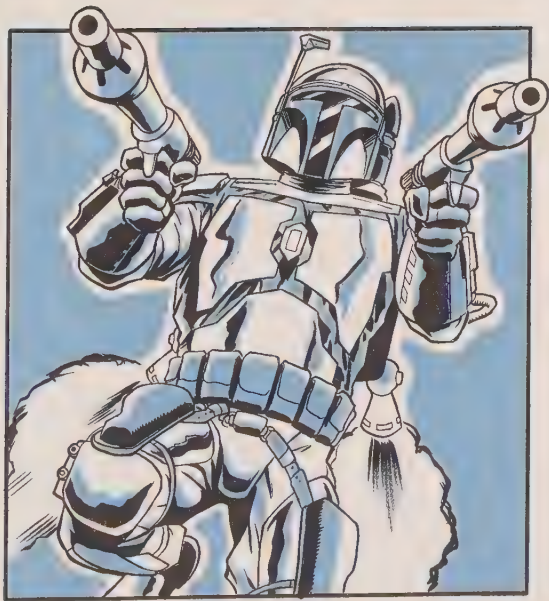


Anakin's right arm became locked in a stamping device.



toward a huge control port. He busied himself with the controls and reprogrammed Padmé's vat to dump her unceremoniously onto a walkway. Before she could emit a sigh of relief, she was surrounded by winged creatures who quickly took her prisoner.

As the giant blades of the cutter approached Anakin's pinned arm, the Jedi ignited his lightsaber to free it. At



"Don't move, Jedi."



the last moment, he managed to twist away from the blade, but it slammed down on his lightsaber, severing it in two. Weaponless, he was cornered by droidekas. An armored man jumped down before him, blaster in hand.

Jango Fett leveled his blaster squarely at his target. “Don’t move, Jedi.”

Geonosian guards took Padmé and Anakin to the conference room

where Count Dooku waited. Padmé did not wait for the Count to speak.

“You are holding a Jedi Knight, Obi-Wan Kenobi. I am formally requesting that you turn him over to me. Now.”

Count Dooku seemed to appreciate her boldness, but he said, “We don’t recognize the Republic here, Senator, but if Naboo were to join our Alliance, I could hear your plea for clemency.”



“And if I don’t join your rebellion?” asked the Senator sharply.

Dooku sighed wearily. “The Republic cannot be fixed, M’Lady. It is time to start over.”

Padmé straightened up, indignant. “I know of your treaties with the Trade Federation, the Commerce Guilds, and the others, Count. What is happening here is not government that has been bought out by business—it’s



*"The Republic cannot be fixed,
M'Lady. It is time to start over."*



business becoming government! I will not forsake all I have honored and worked for and betray the Republic.”

The Count, gracious as always, waited for her to finish, then held up his hands in a gesture of helplessness. “Without your cooperation, I’ve done all I can for you.”

Jango Fett motioned to the guards. “Take them away.”

On Coruscant, inside the great



Mace Windu and Yoda waited for the final proclamation.



Senate rotunda, Palpatine was speaking. He had just been granted extraordinary powers to form an army of the Republic.

Outside the hall, Mace Windu and Yoda waited for the final proclamation. Then Mace said, “It’s done. I’ll take the Jedi we have left and go to Geonosis and help Obi-Wan.”

Yoda nodded. “And I shall visit Kamino and see this clone army.”

ATTACK OF THE CLONES



The two prisoners had been tied across from one another in an open cart. As the cart was pulled down a long, dark corridor, Anakin looked at Padmé. “Don’t be afraid.”

She smiled sadly. “I’m not afraid to die. I’ve been dying a little bit each day since you came back into my life.”

Anakin was surprised. “What?”

“I love you,” she said simply.

“You . . . you love me? I thought



we decided not to fall in love. That we would be forced to live a lie that would destroy our lives . . . ”

“I think our lives are about to be destroyed, anyway. My love for you is a puzzle, Annie, for which I have no answers. I can’t control it. I truly, deeply love you and before we die I want you to know.”

Anakin and Padmé strained against



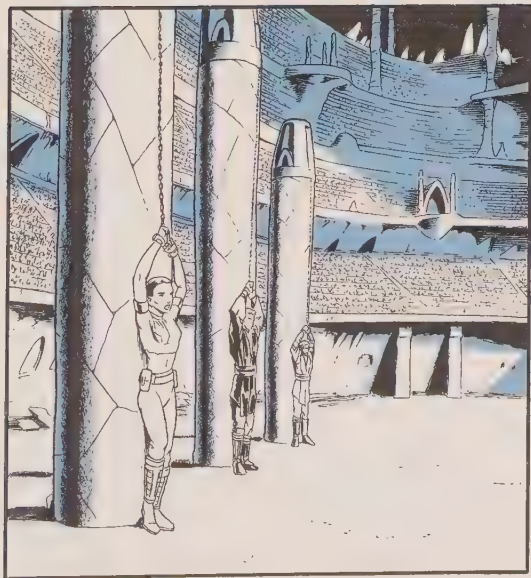
*"I truly, deeply love you and before
we die I want you to know."*



their bonds, their faces drawing close. Their lips pressed together.

Then the wagon entered the execution arena.

They were drawn into a huge stadium filled with spectators. In the center of the arena stood four massive posts. Obi-Wan had already been chained to one, and a cadre of Geonosian guards dragged the other two prisoners from the cart. Padmé managed



Anakin, Padmé, and Obi-Wan

standing in the Jedi Temple



to pull a small wire from her clothes and slip it into her mouth before she and Anakin were similarly chained.

“I see you got my message,” Obi-Wan said.

Anakin nodded. “I retransmitted it just as you requested, Master. Then we decided to come and rescue you.”

Obi-Wan rattled his heavy chains. “Good job!”

The crowd’s murmur grew into a



dull roar as Poggle the Lesser, Archduke of Geonosis, appeared in the grandstand. He raised his limbs and said simply, “Let the executions begin!” The Geonosian crowd erupted in cheers.

From three different gates emerged three different monsters. One was a reek, its massive body and head topped by three sharp horns. Across from it came a nexu, stretching its feline body



and then stalking forward with a roar. From a third door, an acklay trotted forth on reptilian legs, snapping its clawed pincers together. The animals were driven forward by picadors riding beasts called orrrays and carrying sharp spears, who forced the creatures toward the center of the arena.

“I’ve got a bad feeling about this,” Anakin muttered.

Obi-Wan maintained the calm of



"I've got a bad feeling about this."



a Jedi Master. “Take the one on the right. I’ll take the one on the left.”

“What about Padmé?” Anakin asked anxiously.

But Padmé had already used her concealed wire to pick the lock on her hand restraints and used the chain to haul herself up onto the top of the thick post.

Obi-Wan nodded, impressed. “She seems to be on top of things.”



"She seems to be on top of things."



Suddenly, the horned reek charged at Anakin. At the last second, the Jedi rolled himself up and the creature smashed into the post. Anakin dropped down onto the animal's broad neck and wrapped his chains around its head. As the creature reared back, it snapped the chains from the post.

The claw-limbed acklay chose Obi-Wan. The Jedi slipped behind the post as the creature struck, flattening

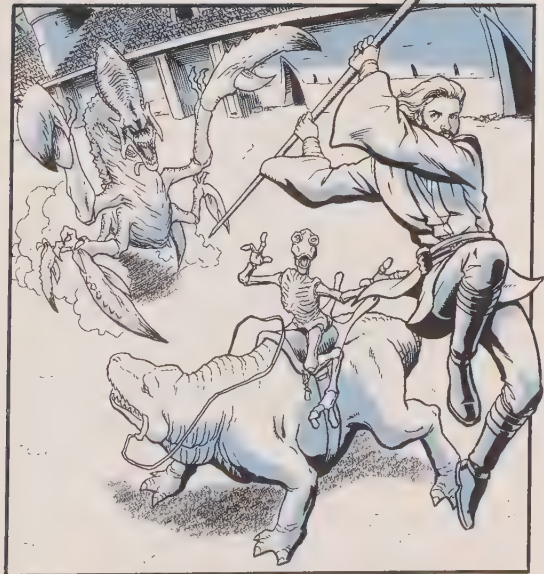


The claw-limbed acklay chose Obi-Wan.



the post with Obi-Wan beneath it. The acklay snapped with its claws, cutting the chains apart, and the Jedi Knight, now free, rolled away and raced toward the picadors.

One of the picadors jabbed his spear at Obi-Wan, but the Jedi used the spear to vault over the picador, who now lay in the path of the charging acklay. The picador went down with a crunch, leaving Obi-Wan with the spear.



The Jedi used the spear to vault over the picador.



Anakin's reek, meanwhile, had begun to buck wildly. Using the Force, Anakin hurled his length of chain down and through the creature's open mouth, catching the free end in his other hand. With this bit and bridle, he steered the wild reek toward Padmé, who fended off the nexu with kicks as it climbed her post.

"Jump!" he yelled.

Padmé leaped, landing on the



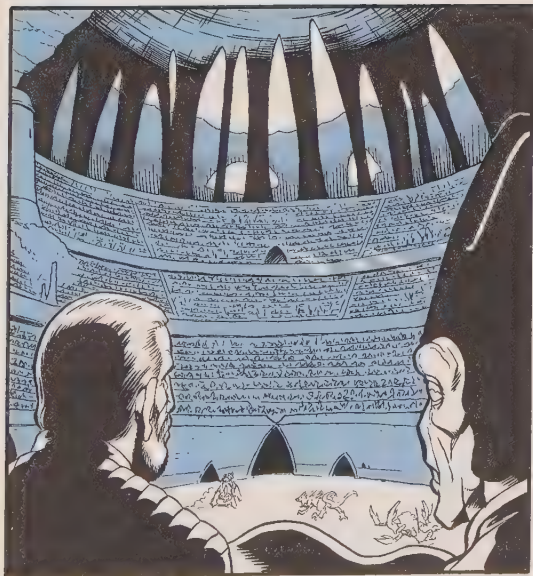
Padmé leapt onto the reek's bucking back.



reek's bucking back. The horned creature bounded across the arena with the frustrated nexu in pursuit.

Obi-Wan hefted his spear and hurled it at the acklay, piercing its abdomen. The acklay fell. Obi-Wan leaped over it and vaulted up onto the reek's back, landing behind Padmé.

Up in the Archducal box, Nute Gunray sputtered. "This isn't how it's supposed to happen. Shoot her!"



"This isn't how it's supposed to happen."



Count Dooku replied calmly, “Patience, Viceroy. She will die.” He motioned to one of the open doors as a squad of droidekas rolled out onto the sand.

At the very same moment, behind them, a lightsaber ignited. In its light, they could see Mace Windu holding his weapon to Jango Fett’s neck. The others gasped in fear and surprise, but Count Dooku hid his



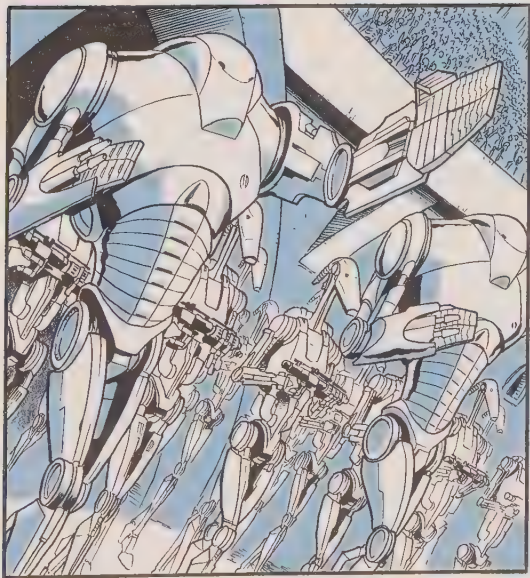
Mace Windu held his weapon to Fett's neck.



shock behind an elegant mask. “Master Windu. How pleasant of you to join us.”

“This party’s over,” the Jedi Master growled. He nodded and around the stadium more lightsabers instantly ignited, until fully two hundred burned.

Dooku laughed. “Brave, but foolish. You’re impossibly outnumbered.” The Count signaled and more Battle

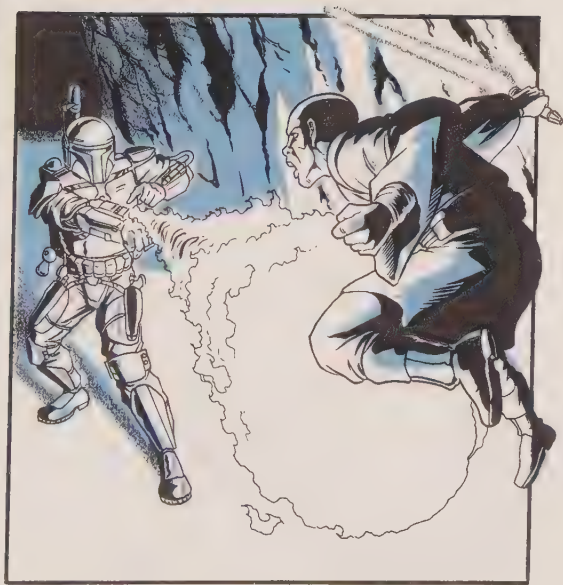


Battle Droids pour into the arena.



Droids poured into the arena. Hundreds more marched down the ramps of the stadium seats.

High-powered blasters fired on Mace, who deflected them, but he had to release Fett in the process. The bounty hunter turned the flamethrower in his armor on Mace, igniting his robes. He leaped into the arena, leaving his flaming cloak behind.



The bounty hunter turned the flamethrower in his armor on Mace, igniting his robes.



Winged Geonosians took to the air, some fleeing, others drawing their weapons and attacking along with the battalions of droids. More Jedi entered the arena as Obi-Wan, Padmé, and Anakin abandoned the reek to its fate and jumped to the ground. The two rescued Jedi were tossed new lightsabers, and the Jedi forces rallied.



More Jedi entered the arena.



In the midst of a storm of blaster fire, their lightsabers whirled, blocking shot after shot. The Jedi cut down Battle Droids and Geonosians at will. Padmé, picking up a discarded blaster, returned fire as well.

Heaps of Geonosians and droids piled up around them, but by sheer force of numbers, the Battle Droids began to overwhelm the defenders. One by one the Jedi fell. In the stands,



One by one the Jedi fell.



they were driven back, while in the arena, their tight circle deteriorated.

Jango Fett leaped down and attacked Mace Windu, unleashing the arsenal of his armor. The Jedi Master slipped away from the flamethrower and slashed at the capture wire, then, slipping inside the bounty hunter's guard, he beheaded Jango Fett with a single stroke.

The firefight died down. The Battle

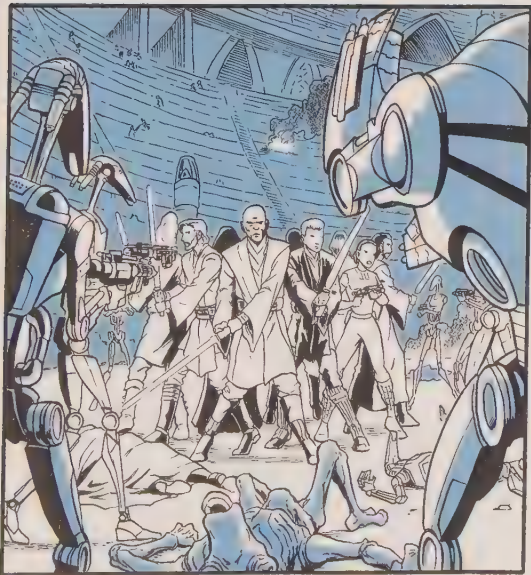


Mace beheaded Jango Fett with a single stroke.



Droids ceased fire as new squads of droidekas rolled into the arena, herding forward the remainder of the besieged Jedi rescue party. Mace Windu and the others stopped fighting. They knew the end was near.

From the Archducal box, Count Dooku called out, "Master Windu! You have fought valiantly. But now it's finished. Surrender and your lives will be spared."



*"You have fought valiantly. But now it's finished.
Surrender and your lives will be spared."*

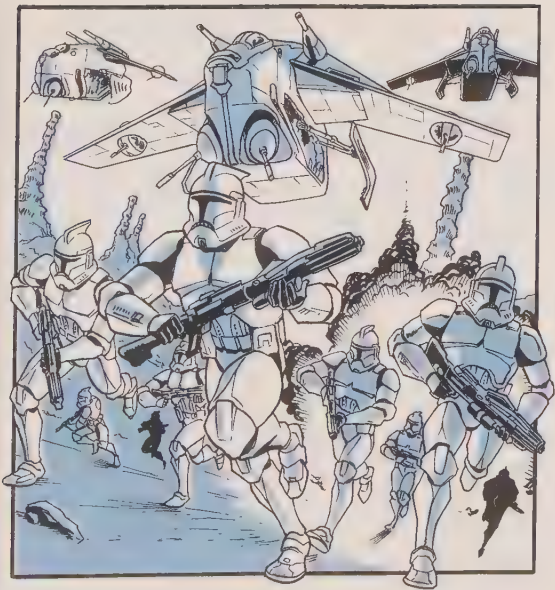


“We won’t become hostages for you to use, Dooku!”

The Count offered a graceful bow. “Then I’m sorry, old friend, but you’ll have to be destroyed.”

“Look!” Padmé yelled.

She need not have said it. Everyone heard the roar of engines as six gunships swooped down into the arena. With military precision, their bay doors opened and clone troopers



Six gunships swooped down into the arena.



flooded out, blasters firing. The gunships opened fire, too, cutting swathes through the droid ranks. Yoda appeared at the door of one gunship, summoning his colleagues.

The beleaguered Jedi cheered and raced for safety. Obi-Wan, Anakin, and Padmé climbed aboard with the others, and the ships rose out of the arena.

In mere moments, the arena was deserted as the clone troopers pursued



In moments, the arena was deserted.



the retreating droids. Only one living being was left on the sand—the young boy named Boba Fett. He had been in hiding, attending his father. Now he moved forward, searching for Jango . . . but he found only the bounty hunter's helmet. Cradling the scarred helmet, the boy began to weep.

When they cleared the walls, Obi-Wan and the others were greeted with a spectacular sight. Massed lines of



Cradling his father's helmet, Boba began to weep.



Trade Federation warships had been parked across the barren landscape. But the ships themselves were surrounded by a larger fleet of Republic ships, which disgorged thousands of clone troopers.

Even Mace Windu caught his breath in amazement, but Yoda moved quickly. He spoke into a comlink. “More battalions to the left. Encircle them, we must, then divide.”



The droids fought back with machine-like precision.



The battle raged. The droids fought with machine-like precision, but the clones and the Jedi combined were too much for them. Squad by squad, the droids were wiped out.

On one of the gunships, Obi-Wan, Anakin, and Padmé watched the battle, when suddenly a Geonosian speeder flashed beneath them. Obi-Wan caught a glimpse of a familiar face.

“It’s Dooku! Go after him!”



"It's Dooku! Go after him!"



They quickly maneuvered their gunship to take off after Dooku's speeder. They found it parked outside a Geonosian tower. Obi-Wan and Anakin entered the tower, which was in fact a launch bay, where they saw Dooku powering up a large interstellar sail ship.

Anakin stalked forward. "You're going to pay for all the Jedi you killed today, Dooku."



The Force hurled Anakin across the room.



Obi-Wan held him back. “We’ll move together. You take the—”

“No!” Anakin snarled. “I’m taking him now!”

Anakin charged across the space between them, lightsaber raised. Dooku simply smiled and raised his hand. The Force struck Anakin full in the chest, lifted him up, and hurled him across the room.

The Count turned to Obi-Wan.



“As you can see, my Jedi powers are far beyond yours.”

“I don’t think so,” the Jedi Knight replied. He raised his lightsaber, and Dooku responded.

They met before Dooku’s sail ship, their lightsabers flashing and sparking in a violent dance. But after only a moment, it became clear who was the greater swordsman.

“Master Kenobi,” Dooku said,



“you disappoint me. Yoda holds you in such high esteem.”

Obi-Wan caught his breath and attacked, momentarily driving the Count back. But Dooku quickly recovered and pressed his advantage. Obi-Wan found himself on the defensive. The lightsaber grazed his shoulder, then his thigh, drawing blood. Another blow struck Obi-Wan's lightsaber from his hand.



Obi-Wan found himself on the defensive.



Dooku raised his lightsaber for the final blow, but as it fell, it was blocked—by Anakin!

Dooku staggered back, more surprised than hurt. The smile quickly returned to his face. “That’s brave of you, boy. I would have thought you’d learned your lesson.”

“I’m a slow learner.”

Anakin charged again. The inten-



With two lightsabers, the young Jedi attacked anew.



sity of his attack caught Dooku off guard and he retreated.

Obi-Wan used the Force to summon his lightsaber and tossed it to Anakin. With two lightsabers, the young Jedi attacked anew. But Dooku blocked every thrust and, step by step, drove Anakin back. He slashed through one lightsaber, extinguishing its blade. Then, with a stroke faster than light, he cut through



Dooku cut through Anakin's right arm.



Anakin's right arm at the elbow.

The young Jedi dropped to the ground in agony, gripping the smoking stump of his sword arm.

As graceful as always, Count Dooku gathered himself for the death blow. But at that moment, the massive launch doors rumbled open, causing the Count to stagger backward.

Through the doors, trailed by billowing smoke, came Yoda.



Through the doors came Yoda.



“Count Dooku.”

Dooku’s lightsaber flashed in an elaborate salute. “Master Yoda, now we shall discover who is most powerful.”

The Count flew across the space between them, his lightsaber raining blows on the small Jedi Master. Yoda did not give a centimeter. He stood beneath the storm, calmly deflecting blow after blow. As Dooku’s fury increased, his strength failed, and his



Yoda calmly deflected blow after blow.



blows became less skillful.

Suddenly, Yoda attacked. His lightsaber was so fast that it seemed like a solid wall of light. Dooku cried out in amazement and stumbled.

“Powerful you have become,” Yoda said. “I sense the dark side in you.”

They crossed swords, and again Yoda mastered him easily.

“Fought well, you have, my old Padawan.”



Suddenly, Yoda attacked.



Count Dooku gasped for breath. “The battle is far from over. This is only the beginning.”

Summoning the last of his strength, the Count reached out with the Force, toppling a huge crane onto Anakin and Obi-Wan. The two Jedi used the Force to stop its fall, and Yoda instantly lent his strength to theirs. The crane hovered, slid sideways in mid-air, and then crashed.

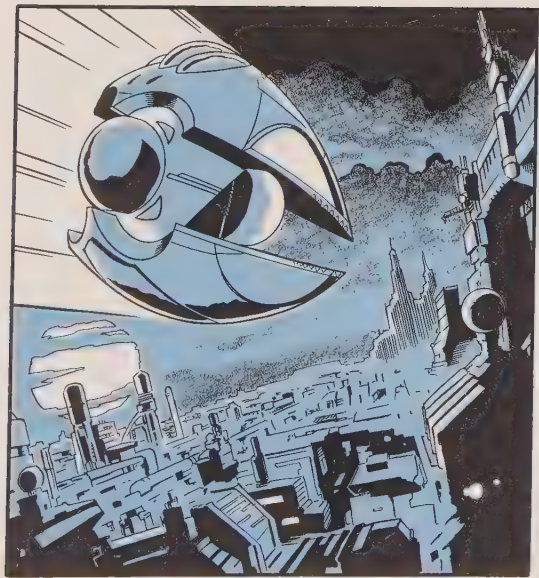


Yoda lent his strength to theirs.



In that moment, Dooku broke for his sail ship and sealed its doors. Before they could stop it, the ship blasted out into the open sky.

Sometime later, that same sail ship slipped unnoticed through the busy Coruscant traffic to land in an abandoned section of the planet-wide city. A hooded figure awaited Dooku, who bowed low. “Darth Sidious,” he said in greeting. “The Force is with us.”



Dooku's sail ship slipped through the busy Coruscant traffic.



Darth Sidious nodded. He had been the power behind the invasion of Naboo ten years earlier, just as he was the real power behind all that had happened since. “Welcome home, Lord Tyranus. You have done well.”

“I bring you good news,” Dooku said. “The war has begun.”

Sidious smiled from the shadows of his robe. “Excellent. Everything is going as planned.”



"Welcome home, Lord Tyranus. You have done well."



In their Temple on the same planet, the Jedi could not know how close their enemy actually was. Obi-Wan, Mace Windu, and Yoda had gathered high above the metal fields of the capital city.

“Do you believe what Dooku said about Darth Sidious controlling the Senate?” Obi-Wan asked. “It doesn’t feel right.”



Obi-Wan, Mace Windu, and Yoda had gathered in the Jedi Temple.



Yoda took a deep, contemplative breath. “Become unreliable, Dooku has. Joined the dark side. Lies, deceit, creating mistrust are his ways now.”

Mace added, “Nevertheless, I feel we should keep a closer eye on the Senate.”

Yoda nodded. “I agree.”

“Where is your apprentice?” Mace asked of Obi-Wan.



The Jedi Master replied, “On his way to Naboo. He is escorting the Senator home.”

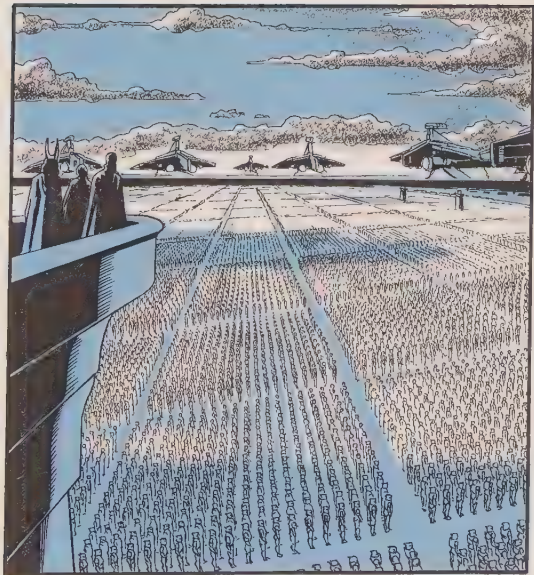
Obi-Wan looked from one Jedi Master to the other. “I have to admit,” he said at last, “without the clones, it would not have been a victory.”

Yoda’s eyes widened. “Victory? Victory, you say?” He shook his head. “Master Obi-Wan, not a victory at all.



Begun, this Clone War has!”

In a nearby building, Palpatine, Bail Organa, and Mas Amedda had gathered on a balcony, watching the plaza below. At their feet, tens of thousands of troopers were drawn up in strict formation. Each trooper wore the exact same uniform; each head wore an identical helmet. They moved forward in neat files up loading



Tens of thousands of troopers were drawn up in formation.



ramps to swell the bellies of waiting Republic assault ships. Above, hundreds more transport ships thickened the air, waiting to pick up their load. Palpatine's brow drew in a somber expression. The Clones Wars had indeed begun.

That vision was a thousand light-years from Anakin Skywalker, as he stood on the balcony of the island



The Clone Wars had indeed begun.

ATTACK OF THE CLONES



retreat on Naboo. Beside him stood Padmé, and before them was a Naboo holy man. As the holy man blessed the couple, soft-petaled roses fell around them, and Padmé and Anakin were wed.

THE END



Padmé and Anakin were wed.

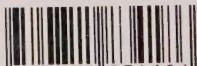




A decade after the events chronicled in *The Phantom Menace*, the epic *Star Wars* saga continues in *Attack of the Clones*. The galaxy is in turmoil. Thousands of solar systems are threatening to leave the Galactic Republic. Senator Padmé Amidala strongly opposes the formation of an army to assist the beleaguered Jedi. After two attempts are made on her life, Anakin Skywalker, the young Jedi Padawan under Obi-Wan Kenobi, is assigned to protect her. While they retreat to a remote haven on Naboo, Obi-Wan makes a startling discovery that may mean war is closer than the Jedi and the Republic imagined. A war that will change the fate of the galaxy forever.

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